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

34th Annual General Meeting of Dürr Aktiengesellschaft
on Friday, May 12, 2023, at 11:00 am (CEST)
at the headquarters of
Dürr Aktiengesellschaft,
Carl-Benz-Strasse 34,
74321 Bietigheim-Bissingen, Germany
(Admission from 10:00 am (CEST)

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 2022 financial 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 (1) German Commercial Code (HGB) for the 2022 financial year.

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

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements. The annual financial statements have thus been adopted. Pursuant to the statutory regulations, therefore, no resolution is proposed for this item of business.

2. Appropriation of net income

The Board of Management and the Supervisory Board propose that the Company's net retained profit of EUR 707,325,832.88, reported in the annual financial statements of Dürr Aktiengesellschaft for the 2022 financial year, be appropriated as follows:

- Payout of a dividend of EUR 0.70 per share (ISIN DE0005565204) on 69,202,080 shares	EUR 48,441,456.00
- Balance carried forward to the next period	EUR 658,884,376.88

Pursuant to Section 58 (4) sentence 2 German Stock Corporation Act (AktG), 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 17, 2023.

3. Ratification of the acts of the members of the Board of Management for the 2022 financial year

The Supervisory Board and the Board of Management propose that the acts of the members of the Board of Management in office during the 2022 financial year be ratified for the 2022 financial year.

4. Ratification of the acts of the members of the Supervisory Board for the 2022 financial year

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2022 financial year be ratified for the 2022 financial year.

5. Election of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements for the 2023 financial year and – in the event of an audit review – election of the auditor of intra-year financial reports for the 2023 financial year and the auditor for the first quarter of the 2024 financial 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 2023 financial year and – in the event of an audit review – for the audit review of intra-year financial reports for the 2023 financial year and for the first quarter of the 2024 financial year.

In its recommendation, the Audit Committee declared that its recommendation was free from any undue influence by third parties and that no restrictions had been imposed upon its choices pursuant to Article 16 (6) of 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.

6. Election to the Supervisory Board

Mr Richard Bauer resigned from the Supervisory Board in a letter dated February 22, 2023, with effect from the close of the 2023 Annual General Meeting. Mr Richard Bauer's successor will therefore be elected at the Annual General Meeting.

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

As the Supervisory Board, by a unanimous resolution of July 29, 2015, raised an objection with the Chairman of the Supervisory Board, against fulfilment of the ratio by the Supervisory Board as a whole, pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board must have at least two seats filled by women and at least two seats filled by men on both the shareholders' side and on the employees' side in order to comply with the minimum ratio requirement pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG). The composition of the Supervisory Board already complies with the legal requirements for the minimum quota of women and men without taking into account the person standing for election.

In response to a recommendation from its Nomination Committee – taking account of the targets that the Supervisory Board adopted for its own composition as well as the competency profile devised by the Supervisory Board for the entire Board – the Supervisory proposes to elect Dr Markus Kerber, Political

Coordinator, residing in Berlin, as successor to Mr Richard Bauer as representative of the Supervisory Board members representing the shareholders with effect from the close of the Annual General Meeting on May 12, 2021. Pursuant to Articel 10 (3) of the Articles of Incorporation, the election shall be for the remainder of the term of office of the retiring Mr Richard Bauer, i.e. up to the close of the Annual General Meeting in 2025.

Dr Markus Kerber is not a member of any other statutory supervisory boards in Germany.
Memberships of similar corporate supervisory bodies at home and abroad: Heinz Dürr GmbH, Berlin, Chairman of the Advisory Committee since 2018.

A curriculum vitae of the nominated candidate is included after the Agenda in Section *III*. *Details of the candidate nominated for election to the Supervisory Board* and can be viewed and downloaded as from the date of the notice convening the Annual General Meeting via our website at: www.durr-group.com/en/investor-relations/annual-general-meeting The curriculum vitae will also remain accessible there during the Annual General Meeting.

The Supervisory Board has received confirmation from Dr Markus Kerber that he will be able to devote the necessary amount of time to the position. The Supervisory Board does not believe that Dr Markus Kerber has any personal or business relationships with the Company or its group companies or the Company's executive bodies that would have to be disclosed pursuant to C.13 of the German Corporate Governance Code as amended on April 28, 2022. However, since 2018 he has been Chairman of the Advisory Committee of Heinz Dürr GmbH, which holds a 26.2% stake in the company.

7. Approval of the audited remuneration report

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Board of Management and the Supervisory Board have prepared a report on the remuneration accorded and owing to the members of the Board of Management and the Supervisory Board in the 2022 financial year, which will be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) of the German Stock Corporation Act (AktG).

In accordance with Section 162 (3) German Stock Corporation Act (AktG), 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 (AktG) 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 2022 financial year, prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG), be approved.

A copy of the Remuneration Report is included after the Agenda in Section *IV. Remuneration Report 2022* and will be available from the date of the notice convening the Annual General Meeting on our website at: www.durr-group.com/en/investor-relations/annual-general-meeting Furthermore, the Remuneration Report will also be accessible there during the Annual General Meeting.

8. Resolution to approve the system of remuneration for the members of the Board of Management

Pursuant to Section 120a, (1) sentence 1 German Stock Corporation Act (AktG), the annual general meeting of a listed company must adopt a resolution to approve the remuneration system for the members of the board of management, which has been decided by the supervisory board in accordance with the requirements of Section 87a of the German Stock Corporation Act (AktG) and submitted to the general meeting, whenever there is a significant change in the remuneration system, but at least every four years.

The Annual General Meeting of Dürr Aktiengesellschaft approved the remuneration system submitted by the Supervisory Board on May 7, 2021. The Supervisory Board of the company has refined this remuneration system based on the recommendation of the Supervisory Board's Personnel Committee, and in its meeting on February 2, 2023 voted to adopt this refined remuneration system for the members of the Board of Management of Dürr Aktiengesellschaft, with respect to new management contracts to be concluded following its approval by the Annual General Meeting. The Supervisory Board of Dürr Aktiengesellschaft considered it necessary to review the current remuneration system of the Board of Management with regard to the structure of short-term (STI) and long-term (LTI) remuneration and to adjust it following a market analysis. The previous remuneration system included a sustainability component that was exclusively designed to be short-term. In addition, the variable remuneration became highly volatile during major, external market disruptions and led relatively quickly to disproportionately large deviations from the target remuneration, which was counterproductive for the increased performance needs specifically in critical economic situations. The new remuneration system is intended provide a stronger and more long-term indication of the great importance of sustainable economic management for Dürr Aktiengesellschaft. At the same time, suggestions from investors and proxy advisers have been given even greater weight. In developing the new system, the old remuneration system was compared with current systems used by other listed companies and brought into line with the most common, established models. This alignment with market practice requires an adjustment to be made to the maximum remuneration of the Board of Management, without adjusting the level of the target remuneration.

The Supervisory Board proposes that the Annual General Meeting - based on the recommendation of the Personnel Committee - approve the remuneration system for the members of the Board of Management, a copy of which is shown after the Agenda under section *V. System of Remuneration for the Members of the Board of Management*.

9. Amendment of the system of remuneration for members of the Supervisory Board, Amendment of the Articles of Incorporation

On May 13, 2022, the Annual General Meeting of the Company approved the system of Supervisory Board remuneration and corresponding amendments to the Articles of Incorporation. The ever-increasing importance of the Supervisory Board's work, and the requirement for the Supervisory Board to build up particularly in-depth expertise in individual areas, has prompted the Supervisory Board, in the interests of the effective organization of its work, to seek ways in which to support individual members of the Supervisory Board in dealing in depth with individual topics, that are particularly complex and important for the work of the Supervisory Board, so that they can bring the expertise thereby acquired into the meetings of the Supervisory Board and its committees. As a result of these considerations, the Supervisory Board has decided to provide that for such particularly important and complex topics, individual members of the Supervisory Board will be appointed as experts to deal more intensively and comprehensively with the topics assigned to them and contribute their expertise to the Supervisory Board and its committees. Sustainability (ESG - Environmental, Social, Governance) has been identified as the first area in which such an expert should be appointed due to its particular importance for the activities of the Supervisory Board, and Dr Anja Schuler was elected as sustainability expert with effect from January 1, 2023.

In view of the additional time demands and burden that this will place on the expert, the Board of Management and Supervisory Board consider additional remuneration for such experts to be appropriate. Therefore, whilst the remuneration system to be adopted for the Supervisory Board will otherwise remain the same as the one passed by the Annual General Meeting on May 13, 2022, it will be supplemented by a separate remuneration for experts and Article 15 of the Articles of Incorporation will be amended accordingly. At the same time, it should be made clear that members of the Supervisory Board may be included in a pecuniary loss liability insurance for members of executive bodies and specific employees, taken out in the interest of the company.

The remuneration for the members of the Supervisory Board and the proposed amendment are presented, and described in detail, under section VI. following the agenda.

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

In Article 15 of the Articles of Incorporation of the Company, paragraph 6 shall be reworded as follows and paragraph 7 shall be inserted as follows:

"(6) Experts appointed by the Supervisory Board from among its members to deal in depth with individual topics of particular importance and complexity for the work of the Supervisory Board shall receive additional remuneration in the amount of Euro 11,000 per year, starting as of January 1, 2023. Paragraph 5 shall apply to this remuneration mutatis mutandis.

(7) Members of the Supervisory Board shall be included in a pecuniary loss liability insurance for members of executive bodies and specific employees, maintained at an adequate level by the Company in its own interest, insofar as such a policy exists. The premium for this shall be paid by the Company."

The remuneration provisions thus adjusted and otherwise unchanged are confirmed, and the remuneration system set out in section *VI*. *Remuneration System for the Members of the Supervisory Board*, applicable to Supervisory Board members from January 1, 2023, is adopted and approved.

10. Resolution to insert a new Article 16a into the Articles of Incorporation authorizing the Board of Management to provide for the holding of a virtual annual general meeting

The law instituting virtual annual general meetings of public limited companies and amending provisions of the law on cooperatives and on insolvency and restructuring of July 20, 2022 (Federal Law Gazette of July 26, 2022, p.1166 et seq.) also makes it possible to hold general meetings in the future, without the physical presence of shareholders or their proxies at the location of the general meeting (so-called virtual general meeting). Pursuant to Section 118a (1), sentence 1 of the German Stock Corporation Act (AktG), the articles of association may provide for or authorize the Board of Management to provide for virtual general meetings.

Due to the positive experience with virtual general meetings in recent years, the Company will also have the option to hold virtual general meetings in the future. At the same time, in order to ensure that shareholders can revise their decision in the short term, in the event that they find that the virtual general meeting is disadvantageous for them as compared with a conventional general meeting, the Board of Management will only be granted the authorization to convene virtual general meetings for a limited period of two years in accordance with section 118a (1) sentence 1 of the German Stock Corporation Act. A corresponding authorization will be included in the Articles of Incorporation of the Company for this purpose. In order to ensure flexibility when deciding on the appropriate format of the general meeting, also with regard to the interests of the shareholders, it is prudent to authorize the Board of Management to determine the respective format of the general meeting rather than providing for the holding of a virtual general meeting directly via the articles of association. The decision to be taken by the Board of Management for each general meeting, on whether to hold the meeting in person or in virtual form, shall be made at its due discretion on the basis of the relevant factual criteria in each case. In this regard, the Board of Management will in future make its decisions taking into account the interests of the company and its shareholders and, at the same time, keep in mind the protection of shareholders' rights as well as such considerations as protecting the health of those involved, the effort and costs as well as sustainability considerations.

At the same time, the members of the Supervisory Board, with the exception of the Chair of the meeting, will be permitted to participate in the virtual general meeting by means of video and audio transmission. Based on the experience of the last few Annual General Meetings and the continuous development of the technical facilities, the Company is convinced that there are no disadvantages for the shareholders or the Company associated with the virtual participation of the Supervisory Board members.

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

a) Article 16a (1) shall be inserted, with the heading "Virtual General Meeting", immediately after Article 16 of the Articles of Incorporation:

"Art. 16 a
Virtual Annual General Meeting

(1) The Board of Management is authorized to provide that general meetings held up to August 31, 2025 be held as virtual general meetings pursuant to section 118a of the German Stock Corporation Act (AktG). The provisions in these Articles of Incorporation relating to the convening and conduct of the General Meeting of the Company shall apply mutatis mutandis in the case of a virtual general meeting, unless otherwise provided under mandatory statutory provisions or unless the Articles of Incorporation expressly provide otherwise."

b) The following paragraph (2) shall be added to the newly inserted Art. 16a:

"(2) The members of the Supervisory Board, with the exception of the Chair of the meeting, is permitted to participate in the virtual general meeting by means of video and audio transmission."

11. Authorization of the Company to acquire and use treasury shares, also while excluding pre-emptive tender rights and the statutory subscription rights of shareholders as well as authorization to redeem acquired treasury shares and to undertake a capital reduction

The Company currently has no authorization to buy back and use its own shares. The following proposal for a resolution grants the Company a new authorization to acquire treasury shares and to use treasury shares acquired on the basis of this authorization, which is time limited to May 11, 2028.

The Board of Management and the Supervisory Board propose the following resolution:

a) The Board of Management shall be authorized, pursuant to Section 71 (1), no. 8 of the German Stock Corporation Act (AktG), to acquire treasury shares for any permissible purpose within the scope of the statutory restrictions and in accordance with the following provisions. This authorization is valid until May 11, 2028. It is limited overall to a 10% portion of the share capital existing at the time of the resolution of the General Meeting or at the time of exercising the authorization, whichever is lower value. The authorization may be exercised directly by the Company or by a company that is controlled by the Company or in which it holds a majority interest, or by third parties commissioned either by the Company or by companies controlled by the Company or in which it holds a majority interest, and permits the acquisition of treasury shares in whole or in part as well as single or multiple acquisitions.

The acquisition of treasury shares may take place on the stock exchange or by means of a public tender offer addressed to all shareholders or by means of a public invitation to all shareholders to submit offers to sell.

aa) If the acquisition takes place via the stock exchange or using a public tender offer, the Company may only pay a price per share (excluding incidental acquisition costs) that is no more than 10% above or below the arithmetic mean of the prices of the no-par value shares of the Company in the closing auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange, either during the last ten stock market trading days preceding the conclusion of the binding transaction, for acquisitions taking place via the stock exchange, or before the publication of the decision to issue the public tender offer, if the acquisition takes place by way of a public tender offer. If, after publication of a public tender offer, the market price deviates significantly from the purchase price offered, or from the limits of the purchase price range offered, the offer may be adjusted. In this case, the price on the last day of trading before publication of the adjustment shall be decisive; the 10% above/below limit shall apply to that amount.

The volume of the public tender offer may be limited. If the public tender offer is oversubscribed, the shares may be purchased in proportion to the number of shares tendered (prorated) instead of in proportion to the shareholding of the tendering shareholders in the Company (participation quotas), subject to the partial exclusion of any potential pre-emptive tender rights. In addition, offers of smaller numbers of shares of up to 100 tendered shares per shareholder, may be given preferential treatment and may be rounded according to commercial principles in order to avoid fractional shares, subject to the partial exclusion of any potential tender rights in this respect.

bb) If the acquisition is effected by means of a public invitation to all shareholders to submit offers to sell, the Company shall determine a purchase price range per share within which offers for sale may be submitted. The purchase price range may be adjusted if, during the offer period, there are significant deviations from the price at the time of publication of the invitation to submit offers to sell. The purchase price per share to be paid by the Company, which shall be determined by the Company on the basis of the offers for sale received, may not be more than 10% above or below the arithmetic mean of the prices of the no-par value shares of the Company in the closing auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the last three stock market trading days prior to the effective date defined below, excluding incidental acquisition costs. The effective date is the date on which the Board of Management of the Company finally reaches a formal decision on the publication of the invitation to submit offers for sale or on the adjustment thereof.

The volume of the acceptance may be limited. If not all of several similar offers for sale can be accepted due to the volume limit, the acquisition may be made in proportion to the number of shares offered instead of in proportion to the shareholdings, subject to the partial exclusion of any right to tender. In addition, offers of smaller numbers of shares of up to 100 tendered shares per shareholder, may be given preferential treatment and may be rounded according to commercial principles in order to avoid fractional shares, subject to the partial exclusion of any potential tender rights in this respect.

b) In the event of a sale of treasury shares by means of an offer to all shareholders, the Board of Management is authorized, with the approval of the Supervisory Board, to grant the holders of warrant-linked and/or convertible bonds, issued by the Company or one of its subordinate Group companies, a subscription right to the shares to the extent that would have been due to them after exercising the warrants or conversion rights or after fulfilment of the conversion obligations.

The Board of Management is further authorized, with the approval of the Supervisory Board, to sell treasury shares in a manner other than through the stock exchange or through an offer to all shareholders if the shares are sold for cash at a price that is not significantly lower than the stock exchange price of the Company's shares of the same class at the time of the sale. The shareholders' subscription right is excluded in this regard. However, this authorization shall only apply subject to the proviso that the shares sold under exclusion of subscription rights pursuant to Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG) may not exceed an aggregate of 10% of the share capital, either at the time this authorization becomes effective or at the time this authorization is exercised, whichever is the lower value. This limit of 10% of the share capital shall include shares issued during the term of this authorization up until the sale of treasury shares from authorized capital without subscription rights pursuant to Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG). Furthermore, this limit of 10% of the share capital shall include shares issued, or to be issued, for the purpose of servicing warrants or conversion rights and/or conversion obligations, provided that the bonds were issued during the term of this authorization in analogous application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of subscription rights.

The shareholders' statutory subscription rights over these treasury shares shall be excluded pursuant to Section 71 (1) no. 8 and Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) to the extent that these shares are used in accordance with the above authorizations. In addition, the Board of

Management may, with the approval of the Supervisory Board, exclude shareholders' subscription rights for fractional amounts in the event of the sale of treasury shares by way of an offer to all shareholders.

Furthermore, the Board of Management is authorized to redeem the treasury shares without requiring a further resolution of the Annual General Meeting for such redemption or and its implementation. The redemption may also be effected pursuant to Section 237 (3) no. 3 of the German Stock Corporation Act (AktG) without a capital reduction such that the redemption increases the proportion of the Company's remaining no-par value shares of share capital pursuant to Section 8 (3) of the German Stock Corporation Act (AktG). The Board of Management is authorized pursuant to Section 237 (3) no. 3 to adjust the number of shares in the Articles of Incorporation accordingly. The redemption may also be combined with a capital reduction; in this case, the Board of Management is authorized to reduce the share capital by the proportionate amount of share capital attributable to the redeemed shares and the Supervisory Board is authorized to adjust the details regarding the number of shares and the share capital in the Articles of Incorporation accordingly.

The foregoing authorizations may be exercised once or several times, in whole or in part, individually or collectively. They also cover the use of Company shares acquired by a company that is controlled by the Company or in which the Company has a majority holding, or acquired by third parties for the account of the Company or for the account of a company controlled by the Company or in which the Company has a majority holding.

Report by the Board of Management to the Annual General Meeting on Agenda Item no. 11 pursuant to Section 71 (1) no. 8 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

Pursuant to Section 71 (1) no. 8 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG), the Board of Management has submitted a written report on the reasons for the authorizations proposed in Agenda Item 11, to exclude any potential shareholders’ tender rights when acquiring treasury shares, and to exclude the subscription right when selling repurchased treasury shares. The report is available from the date of the notice convening the Annual General Meeting, on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting The report will also be available for inspection by shareholders at the Annual General Meeting itself.

The report is published as follows:

Item 11 of the Agenda proposes that the Annual General Meeting authorize the Board of Management, pursuant to § 71 (1) no. 8 of the German Stock

Corporation Act (AktG), for a period of 5 years up to May 11, 2028, to acquire treasury shares up to 10% of the share capital existing at the time of the resolution by the Annual General Meeting or at the time of the exercise of the authorization - whichever is the lower value. According to the proposed resolution, the Board of Management is authorized to acquire the shares, in restriction of the principle of equal treatment and any shareholders' tendering rights, and to use the treasury shares acquired on the basis of this authorization, excluding the shareholders' subscription rights. The Company had already passed resolutions authorizing the acquisition of shares at previous Annual General Meetings, the last of which authorized the acquisition of shares up to May 3, 2021. Now, in line with the previous practice, the Board of Management will again be enabled to use the instrument of acquiring treasury shares. This authorization is subject to the legal proviso that any newly acquired shares, together with existing treasury shares, do not exceed the limit of 10% of the share capital set forth in Section 71 (2), sentence 1 of the German Stock Corporation Act (AktG). The acquisition of treasury shares may take place via the stock exchange or by means of a tender offer addressed to all shareholders. This gives all shareholders the same opportunity to sell shares to the Company in the event that the Company makes use of the authorization to acquire treasury shares. However, the authorization also provides that the shares may be acquired subject to the restriction of the principle of equal treatment and any potential shareholders' tendering rights.

Details:

Acquisition of treasury shares with the exclusion of any tendering rights

Treasury shares will first be available for purchase on the stock exchange or by means of a public tender offer addressed to all shareholders or by means of a public invitation to all Company shareholders to submit offers to sell. In the event of a public tender offer or a public invitation to submit offers for sale, the quantity of shares in the Company offered by the shareholders may exceed the quantity of shares requested by the Company. In this case, an allocation must be made based on quotas. This allows for the preferential acceptance of smaller offers or smaller parts of offers up to a maximum of 100 shares. This possibility facilitates the avoidance of fractional amounts when determining the quotas to be acquired, as well as small residual amounts and thus to facilitate the technical processing of the share buyback. It also avoids de facto discrimination against small shareholders. Apart from that, the scaling down can take place based on the number of shares tendered (prorated) instead of according to number of shares held because technically this allows the purchase process to be handled on an economically acceptable scale. Finally, it will be possible to provide for rounding according to commercial principles to avoid arithmetical fractions of shares. To that extent, the acquisition ratio and the number of shares to be acquired by individual tendering shareholders may be rounded as necessary to represent the acquisition of whole shares for the purpose of settlement. The Board of Management considers the exclusion of any further tendering rights of the shareholders to be objectively justified and reasonable vis-à-vis the shareholders.

Use of acquired treasury shares and exclusion of subscription rights

On the basis of legal provisions, the acquired treasury shares can be resold by way of a public offer to all shareholders or via the stock exchange. The aforementioned options for the sale of the acquired treasury shares ensures that the shareholders' right to equal treatment is preserved when the shares are sold. When treasury shares are sold by way of a public offer to all shareholders, the Board of Management shall be entitled, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights for fractional amounts. The exclusion of the subscription right for fractional amounts is necessary in order to ensure technical feasibility of the disposal of acquired treasury shares by way of an offer for sale to the shareholders. The treasury shares excluded from the shareholders' subscription rights as free fractions will be realized either by sale on the stock exchange or in another manner that is most beneficial for the Company.

The proposed authorization to exclude subscription rights has the aim of granting, to the holders of warrant-linked and/or convertible bonds issued by the Company or one of its subordinate Group companies, a subscription right to the shares to the extent to which they would be entitled after exercising the warrant or conversion right or after fulfilment of the conversion obligation. This has the advantage that, if the authorization is exercised, the warrant or conversion price for the holders of already outstanding warrant or conversion rights or conversion obligations does not need to be reduced in accordance with the warrant or conversion conditions.

The proposed authorization to exclude subscription rights in the event of the sale of shares for cash at a price that is not significantly lower than the stock exchange price of the Company's shares of the same class at the time of the sale makes use of the possibility for the simplified exclusion of subscription rights permitted under Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The need to protect shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the prevailing stock market price. The final selling price for the treasury shares is determined shortly before the sale. The Board of Management will keep any deduction from the stock market price as low as possible subject to the prevailing market conditions at the time of the placement. The deduction from the stock market price at the time that the authorization is exercised will under no circumstances exceed 5% of the current stock market price. This authorization shall apply subject to the proviso that the treasury shares sold may not exceed 10% of the share capital, either at the time this authorization becomes effective or at the time that this authorization is exercised, whichever is the lower value. The limit of 10% of the share capital shall include shares issued, during the term of this authorization, from authorized capital without subscription rights pursuant to Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG). Furthermore, this limit of 10% of the share capital shall include shares issued, or to be issued, for the purpose of servicing warrants or conversion rights and/or conversion obligations, provided that the bonds were issued during the term of this authorization in analogous application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) subject to the exclusion of subscription rights. Inclusion of these shares ensures that acquired treasury shares are not sold under exclusion of subscription rights in accordance with section 186 (3) sentence 4 of the German Stock Corporation Act if this would result in the exclusion of shareholders' subscription rights for a total of more than 10% of the share capital in direct or indirect application of section 186 (3) sentence 4 of the German Stock Corporation Act. This restriction, and the stipulation that the issue price must be based on the stock market price, ensures that the assets and voting rights of the shareholders are adequately protected. Shareholders can acquire the number of shares required to maintain the size of their shareholding at approximately the same conditions via the stock exchange. Furthermore, the authorization is in the interest of the Company because it will help it to achieve greater flexibility and will create the opportunity to expand the shareholder base by targeting the issuance of shares to strategic partners, institutional investors or financial investors. This will also enable the Company to react quickly and flexibly to favorable stock market situations.

Finally, the authorization provides that acquired treasury shares may also be redeemed. The redemption may either be effected in such a way that the share capital of the Company is reduced upon redemption, or without reducing share capital by simply redeeming the shares whilst simultaneously increasing the pro rata amount of share capital attributable to the remaining shares. Neither of these alternatives will affect rights of the shareholders. The Board of Management will report to the Annual General Meeting after exercising the authorization to acquire treasury shares in accordance with Section 71 (3), sentence 1 German Stock Corporation Act (AktG), if applicable in conjunction with Section 160 (1) no. 2 German Stock Corporation Act (AktG).

12. Resolution on the granting of an authorization to issue convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments and to exclude the subscription right for these convertible bonds, warrant-linked bonds or participating bonds or a combination of

these instruments, the creation of new contingent capital, the corresponding amendment to the Articles of Incorporation as well as the authorization of the Supervisory Board to amend the Articles of Incorporation

The authorization granted by the Annual General Meeting on May 10, 2019, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments with or without a maturity limitation and to grant warrants to the holders or creditors of warrant-linked bonds or warrant-linked participating bonds or to confer or impose conversion rights or obligations on the holders or creditors of convertible bonds or participating convertible bonds, for no-par value bearer shares in Dürr Aktiengesellschaft, was exercised in 2020. In order to enable the Board of Management to issue convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments in the future, a new authorization shall be granted, and the Board of Management shall be authorized to exclude to a limited extent the subscription rights to these convertible bonds, warrant-linked bonds or participating bonds or a combination of these instruments. In addition, new contingent capital will be created to service the warrant-linked and conversion rights and conversion obligations, and there will be a resolution on the corresponding amendment to the Articles of Incorporation and the authorization of the Supervisory Board to amend the Articles of Incorporation.

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

a) Authorization to issue convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments and to exclude the subscription rights to these convertible bonds, warrant-linked bonds or participating bonds or a combination of these instruments

aa) General

The Board of Management shall be authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible, warrant-linked or participating bonds or combinations of these instruments (collectively "Bonds") with a total nominal amount of up to € 400,000,000.00, with or without a maturity restriction, on one or more occasions up to May 11, 2028 and to grant warrants to the holders or creditors of warrant-linked bonds or warrant-linked participating bonds, or confer conversion rights or obligations on the holders or creditors of convertible bonds or convertible participating bonds for up to 6,920,208 no-par value bearer shares in Dürr Aktiengesellschaft ("No-par Value Shares") with a proportionate amount of share capital of up to a total of € 17,715,732.48 in accordance with the terms and conditions of these Bonds ("Bond Terms"). The issue can also be made in exchange for non-cash contributions. The Bonds may be issued in Euro or - for the equivalent value - in another legal currency, for example that of an OECD country. The Bonds may also be issued by a subordinate Group company to the extent that the borrowing serves Group financing interests. In this case, the Board of Management shall be authorized to provide that the Company, with the approval of the Supervisory Board, assumes the guarantee for the Bonds and - to the extent that the Bonds confer or impose conversion rights or obligations or warrants for no-par value shares - confers or imposes warrants or conversion rights or obligations for no-par value shares in Dürr Aktiengesellschaft, upon the holders or creditors of such Bonds.

bb) Convertible bonds, warrant-linked bonds and participating bonds

The Bonds shall be divided into partial Bonds. In the event of the issuance of convertible bonds, the holders of partial Bonds, in the case bearer bonds, or otherwise the creditors of partial bonds, shall be granted the right to convert their partial Bonds into no-par value shares in the Company in accordance with the bond conditions laid down by the Board of Management. The conversion ratio is calculated by dividing the nominal amount, or the issue amount if it is below the nominal amount, of a partial bond, by the established conversion price for one no-par value share in the Company and may be rounded up or down to a whole number. An additional cash contribution and a consolidation or cash settlement for non-convertible fractional amounts can also be specified. The terms and conditions of the Bonds may provide for a variable conversion ratio and a determination of the conversion price (subject to the minimum price specified below) within a predetermined range depending on the price performance of the no-par value share in the Company during the term of the Bonds. The proportional amount of share capital represented by the no-par value shares to be issued upon conversion may not exceed the nominal amount of the convertible bonds or the issue price if it is below the nominal amount. In the case of the issue of warrant-linked bonds, one or more warrants shall be attached to each partial bond, which entitle the holder to subscribe to no-par value bearer shares in the Company in accordance with the bond conditions to be determined in more detail by the Board of Management. The bond conditions may provide that the warrant price can also be satisfied by the transfer of partial bonds and, if applicable, an additional cash payment. If any fractional shares arise, it may be provided that such fractions be added up for subscription to whole shares in accordance with the bond conditions, in exchange for an additional payment if necessary. In this case, the proportional amount of share capital attributable to the shares to be subscribed per partial bond may not exceed the nominal amount of the partial bond.

cc) Right of substitution

The bond conditions may provide for the right of the Company not to grant new no-par value shares in the event of conversion or the exercise of the option, but to pay a cash amount corresponding to the volume-weighted average closing price of the no-par value shares in the Company in electronic trading on the Frankfurt Stock Exchange during a period to be specified in the bond conditions for the number of shares which would otherwise have been delivered. The bond conditions may also specify that the Bonds to which warrants or conversion rights or obligations are attached, may, at the option of the Company, be converted into existing shares of the Company rather than into new shares from contingent capital, or that the warrant can be satisfied by the delivery of such shares. The bond conditions may also provide for the right of the Company, upon bullet maturity of warrant-linked bonds or conversion rights or obligations (including maturity due to termination), to grant the holders or creditors thereof no-par-value shares in the Company, in whole or in part, in lieu of payment of the cash amount due.

dd) Conversion obligation

The terms and conditions of convertible bonds may also provide for a conversion obligation at the end of the term (or at an earlier time or upon a specific event). The Company may be authorized by the terms and conditions of convertible bonds to settle in cash, in whole or in part, any difference between the nominal amount or any lower issue amount of the convertible bond and the result obtained from multiplying the conversion price by the conversion ratio.

ee) Conversion and warrant price

The warrant or conversion price to be determined in each case for a no-par value share of the Company must, except in cases where a substitution right or a conversion obligation is specified, be at least 80% of the volume-weighted average closing price of the no-par value shares of the Company in electronic trading on the Frankfurt Stock Exchange on the last 10 trading days prior to the date of the resolution by the Board of Management on the issue of the bond associated with the warrant or conversion right, or – in the event that a subscription right is granted – shall amount to at least 80% of the volume-weighted average stock market price of the shares of the Company in electronic trading on the Frankfurt Stock Exchange during the subscription period, with the exception of the days of the subscription period required for the warrant or conversion price to be announced in due time pursuant to Section 186 (2) sentence 2 of the German Stock Corporation Act (AktG) ("Minimum Price"). This shall be without prejudice to Section 9 (1) of the German Stock Corporation Act and Section 199 of the German Stock Corporation Act. In cases involving the right of substitution and the conversion obligation, the warrant or conversion price must, in accordance with the more detailed provisions of the bond conditions, correspond to at least either the above-mentioned minimum price or the volume-weighted average closing price of the no-par value shares of the Company in electronic trading on the Frankfurt Stock Exchange during the 10 trading days prior to the date of bullet maturity or another specified point in time, even if this average price is below the above-mentioned minimum price (80%). This shall be without prejudice to Section 9 (1) of the German Stock Corporation Act and Section 199 of the German Stock Corporation Act.

ff) Dilution protection

The warrant or conversion price may, notwithstanding Section 9 (1) of the German Stock Corporation Act (AktG), be reduced on the basis of an anti-dilution clause in accordance with the more detailed provisions of the bond conditions if, during the warrant or conversion period, the Company (i) increases the share capital by means of a capital increase from the Company's own funds or (ii) increases the share capital or sells treasury shares while granting an exclusive subscription right to its shareholders or (iii) issues further warrant-linked bonds or conversion rights or obligations while granting an exclusive subscription right to its shareholders, and in cases (ii) and (iii) does not grant the holders of already existing warrant or conversion rights or obligations a subscription right in respect thereof, which they would have been entitled to had they exercised their existing warrant or conversion rights or fulfilled the conversion obligation. The reduction of the warrant or conversion price may take place by way of a cash payment upon the exercise of the warrant or conversion right or upon fulfilment of a conversion obligation. In addition, the bond conditions may provide for an adjustment of the warrants or conversion rights or conversion obligations in the event of a capital reduction or other measures or events that are associated with an economic dilution of the value of the warrants or conversion rights or obligations (e.g. dividends, acquisition of control by third parties). This shall be without prejudice to Section 9 (1) of the German Stock Corporation Act and Section 199 of the German Stock Corporation Act.

gg) Subscription right and authorization to exclude subscription rights

To the extent that the shareholders are not allowed to subscribe directly to the bonds, the shareholders will be granted the statutory subscription right such that the bonds will be issued to a credit institution or a syndicate of credit institutions with the obligation to offer the bonds to the shareholders for subscription. If the bonds are issued by a subordinate Group company, the Company shall ensure that statutory subscription rights are granted to the shareholders of the Company in accordance with the preceding sentence.

However, the Board of Management is authorized, with the approval of the Supervisory Board, to remove fractional amounts resulting from the subscription ratio, from the shareholders' subscription rights and also to exclude subscription rights to the extent necessary so that holders or creditors of previously issued warrants or conversion rights, or of convertible bonds with conversion obligations, can be granted a subscription right to the extent to which they would be entitled as shareholders after exercising the warrants or conversion rights or upon fulfilment of the conversion obligation.

The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for Bonds issued in exchange for cash payment, provided that the Board of Management, after due examination, comes to the conclusion that the issue price of the bonds is not materially lower than their hypothetical market value determined in accordance with recognized, in particular financial mathematical, methods. However, this authorization to exclude subscription rights shall only apply to bonds with a warrant or conversion right or a conversion obligation for shares representing a proportional amount of share capital not exceeding 10%, either at the time it becomes effective or at the time of the exercise of this authorization, whichever is the lower value. This maximum limit of 10% of the share capital shall include the proportional amount of share capital attributable to shares issued in the period from the granting of this authorization until the issuance, without subscription rights, in exercise of this authorization pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), of warrant-linked or convertible bonds, or bonds with conversion obligations, which have either been issued on the basis of an authorization of the Board of Management to exclude subscription rights in direct or corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), or sold as acquired treasury shares in corresponding application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights for bonds that are issued in exchange for non-cash contributions, for the purpose of acquiring companies, parts of companies or participations in companies or for the acquisition of other assets, and the value of the non-cash contribution is in proportion to the value of the bond, for which the hypothetical market value determined according to recognized methods is decisive.

Insofar as participating bonds are issued without conversion rights or warrants or conversion obligations, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights altogether if these participating bonds have bond-like features, i.e. do not establish any membership rights in the Company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the net retained profit or the dividends. In addition, in this case the interest rate and the issue amount of the participating bonds must correspond to the current market conditions for comparable borrowings at the time of the issue.

Overall, according to the above authorizations to exclude subscription rights, only warrant-linked bonds or conversion rights or conversion obligations for shares with a proportional amount of up to 10% of the share capital at the time that the authorization becomes effective or at the time that the present authorization is exercised, whichever value is lower, may be issued subject to the exclusion of subscription rights. The aforementioned 10% limit will include shares to be issued under this authorization in connection with bonds issued under exclusion of subscription rights, as well as those shares which are issued without subscription rights from authorized share capital during the term of this authorization until the issue without subscription rights of the warrant-linked bonds and/or conversion rights or obligations, or which are sold as acquired treasury shares with the exclusion of subscription rights.

hh) Implementing authorization

The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the interest rate, issue price, term and denomination, dilution protection provisions, warrant or conversion period and, within the aforementioned framework, the warrant and conversion price, or to determine them in agreement with the executive bodies of the Group company issuing the warrant-linked or convertible bond.

b) Creation of new contingent capital

The share capital shall be contingently increased by up to € 17,715,732.48 by issuing up to 6,920,208 new no-par value bearer shares (contingent capital).

The contingent capital increase serves the purpose of granting no-par value shares upon the exercise of conversion rights or warrants (or upon the fulfilment of corresponding conversion obligations) or if the Company exercises an option to grant no-par value shares of the Company, in whole or in part, instead of paying the cash amount due to the holders of convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments, which are issued up to May 11, 2028 by the Company or a subordinate Group company on the basis of the authorizing resolution of the Annual General Meeting of May 12, 2023. The new shares shall be issued at the warrant or conversion price to be determined in accordance with the aforementioned authorizing resolution.

The contingent capital increase is only to be carried out in the event of that bonds are issued with warrants or conversion rights or conversion obligations in accordance with the authorizing resolution of the Annual General Meeting of May 12, 2023 and only to the extent that holders of warrants or conversion rights exercise these rights, or holders or creditors of bonds with a conversion obligation fulfil their conversion obligation, or to the extent that the Company exercises an option to grant no-par-value shares of the Company in whole or in part instead of paying the cash amount due and to the extent that no cash settlement is granted or treasury shares used for servicing in each case.

The new shares issued shall participate in the profits from the beginning of the financial year in which they are created. In derogation therefrom and from Section 60 (2) of the German Stock Corporation Act (AktG), and insofar as legally permissible, the Board of Management may also, with the approval of the Supervisory Board, specify profit participation of new shares for a financial year that has already expired.

The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.

c) Amendment of the Articles of Incorporation

The following new sub-clause 5 shall be inserted into Article 4 of the Articles of Incorporation:

“The share capital of the Company shall be contingently increased by up to Euro 17,715,732.48 by issuing up to 6,920,208 new no-par value bearer shares (“Contingent Capital 2023”). The contingent capital increase shall only be implemented to the extent that the holders or creditors of warrants or conversion rights, or those obliged to convert from issued warrant-linked or convertible bonds or participating bonds (or combinations of these instruments), which are issued or guaranteed up to May 11 2028 by the Company or a subordinate Group company on the basis of the authorization of the Board of Management by the resolution of the Annual General Meeting of May 12, 2023, make use of their conversion rights or warrants, or to the extent that the holders or creditors of issued bonds with conversion obligations fulfil their obligation to convert, or to the extent that the Company exercises an option to grant shares in the Company, wholly or partly in lieu of payment of the cash amount due, provided no cash settlement is granted and no treasury shares are used for servicing. The new shares shall be issued at the warrant or conversion price to be determined in accordance with the aforementioned authorizing resolution.

The new shares to be issued shall participate in the profits from the beginning of the financial year in which they are created as a result of the exercise of conversion rights or warrants or the fulfilment of conversion obligations. In derogation therefrom and from Section 60 (2) of the German Stock Corporation Act (AktG), and insofar as legally permissible, the Board of Management may also, with the consent of the Supervisory Board, specify profit participation of new shares for a financial year that has already expired. The Board of Management is authorized, with the approval of the Supervisory Board, to specify the further details regarding implementation of the contingent capital increase".

d) authorization to amend the Articles of Incorporation

The Supervisory Board shall be authorized to amend the wording of Article 4 (1) sentences 1 and 2 and Article 4 (5) of the Articles of Incorporation of the Company in accordance with the respective issue of new shares and to make all other amendments to the Articles of Incorporation in connection therewith which relate only to the wording. The same shall apply mutatis mutandis in the event of non-utilization of the authorization to issue bonds after the expiry of the authorization period as well as in the event of non-utilization of the contingent capital after the expiry of the periods for the exercise of warrants or conversion rights or for the fulfilment of conversion obligations.

Report of the Board of Management on Agenda Item 12 pursuant to Section 221 (4) sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

Pursuant to Section 221 (4) sentence 2 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG), the Board of Management has submitted a written report on the reasons for the authorization to exclude subscription rights when selling repurchased treasury shares proposed in Agenda Item 12. The report is available from the date of the notice convening the Annual General Meeting, on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting. The report will also be available for perusal by shareholders at the Annual General Meeting.

The report is published as follows:

The issuance of convertible bonds, warrant-linked bonds or participating bonds, or combinations of these instruments (together "bonds"), as well as the possibility of also issuing bonds without a limited maturity, is intended to expand the Company's options for financing its activities beyond the traditional forms of borrowing and equity capital and to open the way for the Board of Management, with the approval of the Supervisory Board, to arrange flexible and prompt financing that is in the interest of the Company, in particular when attractive capital market conditions arise. In this context, the possibility of establishing conversion obligations in addition to granting conversion rights or warrants, as well as the possible combination of convertible bonds, warrant-linked bonds and/or participating bonds, is intended to expand the scope for structuring these financing instruments.

The authorization also gives the Company the necessary flexibility to place the bonds either itself or through direct or indirect Group companies. Bonds can be issued in currencies other than Euro, for example the legal currency of an OECD country, with and without a maturity limit. To increase flexibility, the bond conditions can specify that the Company does not have to grant shares in the Company to holders of conversion rights or warrants but can pay the equivalent value in cash, in whole or in part. For these reasons, a proposal for the creation of a new authorization to issue convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments, also without maturity limitation, is submitted to the Annual General Meeting.

Overall, bonds up to a total nominal amount of € 400,000,000 will be issued and the holders or creditors of convertible bonds or warrant-linked bonds will be granted conversion rights or warrants for new no-par value shares with a proportional amount of share capital of up to a total of € 17,715,732.48. In this context, the authorization to determine the profit participation of new shares, in derogation from Section 60 (2) of the German Stock Corporation Act (AktG), also for a financial year that has already expired, will only be used if, in the opinion of the Board of Management and the Supervisory Board, this seems necessary and appropriate to avoid the threat of difficulties which would otherwise arise under stock corporation law with regard to special resolutions.

Except where a substitution right or conversion obligation is specified, the issue price for the new shares must correspond to at least 80% of the stock market price determined at the time of issuing the bonds carrying warrants or conversion rights. The possibility of a premium (which may increase after maturity of the warrant-linked or convertible bonds) provides the basis for allowing the terms and conditions of convertible or warrant-linked bonds to take account of the respective capital market conditions at the time of their issue. In cases involving the right of substitution and the conversion obligation, the issue price of the new shares must, in accordance with the more detailed provisions of the bond conditions, correspond to at least either the above-mentioned minimum price or the volume-weighted average closing price of the no-par value shares of the Company in electronic trading on the Frankfurt Stock Exchange during the 10 trading days prior to the date of bullet maturity or another specified point in time, even if this average price is below the above-mentioned minimum price (80%). The proportional amount of the share capital of the no-par value shares of the Company to be issued upon conversion or exercise of the warrant may not exceed the nominal amount of the convertible bonds. Section 9 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 199 (2) of the German Stock Corporation Act (AktG) must be observed.

Shareholders' subscription right

The shareholders are generally entitled to a statutory subscription right for the bonds to be issued (Section 221 (4) in conjunction with Section 186 (1) of the German Stock Corporation Act - AktG). In order to facilitate the settlement of the issue, use shall be made of the option to issue the bonds to a credit institution or a syndicate of credit institutions with the obligation to offer the bonds to the shareholders in accordance with their subscription rights (indirect subscription right within the meaning of Section 186 (5) of the German Stock Corporation Act - AktG).

Exclusion of subscription rights for fractional amounts

The authorization to exclude subscription rights for fractional amounts means that the requested authorization to issue convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments can be deployed with round amounts, which facilitates the settlement of the issue. The free fractions excluded from the shareholders' subscription rights will be realized either by sale on the stock exchange or in another manner that is most beneficial for the Company.

Exclusion of subscription rights in favor of issued warrant-linked bonds, convertible bonds and participating bonds with conversion rights or warrants or conversion obligations

Exclusion of the subscription right in favor of the holders of conversion rights and warrants already issued has the advantage that the conversion or warrant price for the conversion rights or warrants already issued does not have to be reduced, or that no cash settlement must be paid to the holders of the aforementioned rights or obligations in order to protect them from dilution to the extent provided for in the bond terms and conditions. This will enable a higher overall inflow of funds and thus the exclusion of subscription rights is in the interest of the Company and its shareholders.

Exclusion of subscription rights pursuant to Section 221 (4) sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG)

The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights if the bonds are issued in exchange for cash payment at a price that is not significantly lower than the market value of these bonds. This gives the Company the opportunity to take advantage of favorable market situations very quickly and at very short notice and to achieve better conditions when setting the interest rate, warrant or conversion price and issue price of the bonds by setting near-market conditions. Near-market pricing and smooth placement would not be possible if the subscription rights were maintained. Although Section 186 (2) of the German Stock Corporation Act (AktG) permits publication of the subscription price (and thus the terms and conditions of the bond) up until the third last day of the subscription period, in view of the frequent volatility seen on the stock markets, this involves a market risk over several days resulting in security markdowns when setting the bond conditions and thus conditions that are not near-market conditions. In addition, the uncertainty regarding the exercise of any subscription right would jeopardize successful placement with third parties or involve additional expense. Finally, if a subscription right were granted, the Company would not be able to react to favorable or unfavorable market conditions at short notice, due to the length of the subscription period, but would be exposed to declining share prices during the subscription period, which could lead to unfavorable equity procurement prospects for the Company.

For this case of a complete exclusion of the subscription right, the provisions of Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG) shall apply accordingly pursuant to Section 221 (4), sentence 2 of the German Stock Corporation Act (AktG). The limit of 10% of the share capital for the exclusion of subscription rights provided for therein must be complied with pursuant to the content of the resolution. The volume of contingent capital, which in this case will only be made available to secure the warrants or conversion rights or obligations, may not exceed 10% of the share capital existing at the time when the authorization to exclude subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) becomes effective. A corresponding provision in the authorizing resolution also ensures that the 10% limit is not exceeded, even in the event of a capital reduction, since according to the authorization to exclude subscription rights, 10% of the share capital expressly must not be exceeded, either at the time the authorization becomes effective or when the authorization is exercised, whichever value is lower. In this context, treasury shares that are sold by analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), as well as those shares that are issued from authorized capital under exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), where such sale or issuance takes place during the term of this authorization, until the issue of warrant-linked bonds and/or conversion rights or obligations, without subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), shall be taken into account and thus reduce this amount accordingly.

It also follows from Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) that the issue price may not be significantly lower than the stock exchange price. This is to ensure that a significant economic dilution of the value of the shares does not occur. Whether such a dilution effect occurs where convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments are issued under exclusion of subscription rights, can be determined by calculating the hypothetical market value of these bonds according to recognized, in particular financial mathematical methods, and comparing it with the issue price. If, after due examination, this issue price is only insignificantly lower than the hypothetical stock market price at the time of the issuance of the convertible bonds, warrant-linked bonds or participating bonds or combinations of these instruments, an exclusion of the subscription right is permissible in accordance with the meaning and purpose of Section 186 (3) sentence 4 German Stock Corporation Act (AktG) due to the only insignificant markdown. The resolution therefore provides that, prior to issuing the Bonds, the Board of Management must come to the conclusion, following due consideration, that the proposed issue price will not result in any significant dilution of the value of the Shares. This would reduce the arithmetical market value of a subscription right to almost zero, so that the shareholders cannot suffer any significant economic disadvantage as a result of the exclusion of the subscription right. All of this ensures that a significant dilution of the value of the shares does not occur as a result of the exclusion of subscription rights. In addition, the shareholders have the option to maintain their share in the share capital of the Company at any time by purchasing shares on the stock market even after exercising conversion rights or warrants. On the other hand, the authorization to exclude subscription rights enables the Company to set near-market conditions, to provide the greatest possible security for placement with third parties and to take advantage of favorable market conditions at short notice.

Exclusion of subscription rights when issuing bonds in exchange for non-cash contributions

Furthermore, the subscription right of the shareholders may be excluded by the Board of Management, with the approval of the Supervisory Board, if the Bonds are issued in exchange for non-cash contributions for the purpose of acquiring companies, parts of companies or interests in companies or other assets (including receivables) and this is in the interest of the Company. The prerequisite is that the value of the non-cash contribution is in reasonable proportion to the value of the bond. The theoretical market value determined according to recognized methods is decisive. The issue of Bonds in return for non-cash contributions without subscription rights also aims, among other things, to enable the Board of Management to use bonds as acquisition currency in order to be able to acquire such non-cash contributions in exchange for the transfer of financing instruments where appropriate in certain cases in the context of mergers or for the (also indirect) acquisition of companies, businesses, parts of companies, participations or other assets or rights to the acquisition of assets including claims against the Company or its Group companies. Company expansions by way of the acquisition of a company or shareholding usually require quick decisions. The proposed authorization will enable the Board of Management to react quickly and flexibly to advantageous offers or otherwise available opportunities on the national or international market and to take advantage of opportunities for corporate expansion by acquiring companies or interests in companies in exchange for the issuance of bonds in the interest of the Company and its shareholders.

Limitation on the total volume of bonds issued without subscription rights

According to the authorization - subject to the exclusion of subscription rights - only warrant-linked bonds or conversion rights or conversion obligations for shares with a proportional amount of up to 10% of share capital at the time that the authorization becomes effective or at the time that the present authorization is exercised, whichever value is lower, may be issued. The aforementioned 10% limit will include shares to be issued under this authorization in connection with bonds issued under exclusion of subscription rights, as well as those shares which are issued without subscription rights from authorized share capital during the term of this authorization until the issue of the warrant-linked bonds and/or conversion rights or obligations, or shares which are sold as acquired treasury shares with the exclusion of subscription rights. Since the possibility of excluding subscription rights is already very limited under the above authorization, this additional restriction in terms of volume, going beyond the statutory restrictions, keeps the disadvantage to shareholders within narrow limits.

Exclusion of subscription rights specifically for specially structured participating bonds

Insofar as participating bonds are to be issued without conversion rights or warrants or conversion obligations, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights altogether if these participating bonds have bond-like features, i.e. do not establish any membership rights in the Company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the net retained profit or the dividends. In addition, it is necessary that the interest rate and the issue amount of the participating bonds must correspond to the current market conditions for comparable borrowings at the time of the issue. If the aforementioned conditions are met, exclusion of the subscription right does not result in any disadvantages for the shareholders, as the participating bonds do not establish any membership rights and do not grant any share in the liquidation proceeds or in the profits of the Company. Although it may be provided that the interest depends on the existence of an annual surplus, a net retained profit or a dividend, any regulation whereby a higher annual surplus, a higher net retained profit or a higher dividend would lead to higher interest is not permitted. Therefore, the issuance of the participating bonds will not change or dilute either the voting rights or the participation of the shareholders in the Company and its profit. In addition, as a result of the near-market issue conditions, which are defined as mandatory for this exclusion of subscription rights, there is no material value attributed to the subscription right.

13. Resolution on the cancellation of the existing authorized Capital and the creation of a new authorized Capital with the option to exclude the subscription right and on the corresponding amendment of the Articles of Incorporation

The authorized Capital resolved by the Annual General Meeting on May 10, 2019 and governed by Article 5 of the Articles of Incorporation will expire on May 9, 2024. In order to enable the Company to cover its financial requirements quickly and flexibly, both now and in the future, the provision on authorized capital, previously contained in Article 5 of the Articles of Incorporation, is to be deleted and new authorized capital is to be created in exchange for cash and/or non-cash contributions with the option of excluding subscription rights. The option to exclude subscription rights will be limited to a total of 10% of share capital.

The Board of Management and the Supervisory Board therefore propose the following:

a) Cancellation of the existing authorized Capital

The authorized Capital resolved by the Annual General Meeting on May 10, 2019, and governed by Article 5 of the Articles of Incorporation shall be cancelled by revoking Article 5 of the Articles of Incorporation with effect from the date of registration of the new authorized Capital determined below.

b) Creation of authorized Capital with the option to exclude subscription rights

The Board of Management is authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions up to May 11, 2028 by up to € 53,147,197.44 by issuing up to 20,760,624 new no-par value bearer shares in exchange for cash and/or non-cash contributions ("authorized Capital"). The shareholders are generally entitled to a subscription right. However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights in the following cases:

aa) to avoid fractional amounts;

bb) to the extent necessary to grant, to the holders or creditors of warrants or conversion rights or conversion obligations issued by the Company or its Group companies, a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion rights and/or warrants or after fulfilling a conversion obligation;

cc) during capital increases, if the issue price of new shares in exchange for cash contributions is not significantly lower than the stock market price of the shares already listed at the time of the final determination of the issue price, which should be as close to the placement date as possible, and the shares issued do not exceed a total of 10% of share capital either at the time that this authorization becomes effective or at the time that it is exercised. This maximum limit of 10% of share capital shall include the proportional amount of share capital attributable to treasury shares that are sold in direct or analogous application of Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG) from the time that this authorization becomes effective, as well as the proportional amount of share capital attributable to shares linked to conversion rights and/or warrants or conversion obligations for bonds that are issued in accordance with the authorization of the Annual General Meeting of May 12, 2023 from the time that this authorization takes effect, excluding subscription rights in accordance with Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG);

dd) during capital increases in exchange for non-cash contributions.

The total number of shares issued, under exclusion of subscription rights, in exchange for cash and/or non-cash contributions, on the basis of the foregoing authorizations, in the case of capital increases, may not exceed 10% of the share capital either at the time that the authorization becomes effective or at the time that it is exercised. The aforementioned 10% limit will include shares issued under the authorized Capital with exclusion of subscription rights, treasury shares sold during the period of validity of the authorized Capital with the exclusion of subscription rights and shares to be issued during the period of validity of the authorized Capital under warrant-linked bonds and/or conversion rights or obligations, issued with exclusion of subscription rights.

The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Article 4 (1), sentences 1 and 2, and Article 5 of the Articles of Incorporation in accordance with the respective utilization of the authorized Capital and, if the authorized Capital has not been utilized or fully utilized by May 11, 2028, to delete Article 5 of the Articles of Incorporation after the expiry of the authorization.

c) Amendment of the Articles of Incorporation

Article 5 of the Articles of Incorporation shall be reworded as follows:

“The Board of Management is authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions up to May 11, 2028 by up to Euro 53,147,197.44 by issuing up to 20,760,624 new no-par value bearer shares in exchange for cash and/or non-cash contributions (‘authorized Capital’). The shareholders are generally entitled to a subscription right. However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights in the following cases:

aa) to avoid fractional amounts;

bb) to the extent necessary to grant, to the holders or creditors of warrants or conversion rights or conversion obligations issued by the Company or its Group companies, a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion rights and/or warrants or after fulfilling a conversion obligation;

cc) during capital increases, if the issue price of new shares in exchange for cash contributions is not significantly lower than the stock market price of the shares already listed at the time of the final determination of the issue price, which should be as close to the placement date as possible, and the shares issued do not exceed a total of 10% of share capital either at the time that this authorization becomes effective or at the time that it is exercised. This maximum limit of 10% of share capital shall include the proportional amount of share capital attributable to treasury shares that are sold in direct or analogous application of Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG) from the time that this authorization becomes effective, as well as the proportional amount of share capital attributable to shares linked to conversion rights and/or warrants or conversion obligations for bonds that are issued in accordance with the authorization of the Annual General Meeting of May 12, 2023 from the time that this authorization takes effect, excluding subscription rights in accordance with Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG);

dd) during capital increases in exchange for cash contributions.

The total number of shares issued, under exclusion of subscription rights, in exchange for cash and/or non-cash contributions, on the basis of the foregoing authorizations, in the case of capital increases, may not exceed 10% of the share capital either at the time that the authorization becomes effective or at the time that it is exercised. The aforementioned 10% limit will include shares issued under the authorized Capital with exclusion of subscription rights, treasury shares sold during the period of validity of the authorized Capital with the exclusion of subscription rights and shares to be issued during the period of validity of the authorized Capital under warrant-linked bonds and/or conversion rights or obligations, issued with exclusion of subscription rights.

The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of Article 4 (1), sentences 1 and 2, and Article 5 of the Articles of Incorporation in accordance with the respective utilization of the authorized Capital and, if the authorized Capital has not been utilized or fully utilized by May 11, 2028, to delete Article 5 of the Articles of Incorporation after the expiry of the authorization."

d) Instructions for registration

The Board of Management shall be instructed to apply for registration of the resolution on cancellation of the authorized Capital, in accordance with the currently applicable Article 5 of the Articles of Incorporation, in the Commercial Register in such a way as to ensure that the cancellation is only registered if the new authorized Capital to be resolved under this Agenda Item 13 is registered immediately afterwards. The Board of Management is authorized to apply for registration of the authorized Capital in the commercial register in accordance with this Agenda Item 13 independently of the other resolutions of the Annual General Meeting.

Report of the Board of Management on Agenda Item 13 pursuant to Section 203 (2) sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

Pursuant to Section 203 (2) sentence 2 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG), the Board of Management has submitted a written report on the reasons for the proposal in Agenda Item 13 to authorize the exclusion of subscription rights and on the proposed issue price. The report is available from the date of the notice convening the Annual General Meeting, on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting The report will also be available for perusal by shareholders at the Annual General Meeting.

The report is published as follows:

The current authorized Capital approved by the Annual General Meeting on May 10, 2019, will expire on May 9, 2024. A proposal is therefore submitted to the Annual General Meeting, under Item 13 of the Agenda, to create new authorized capital in the amount of up to € 53,147,197.44 by issuing up to 20,760,624 new no-par value bearer shares in exchange for cash and/or non-cash contributions ("authorized Capital"). The proposed authorized Capital will provide the Board of Management of the Company with an appropriate framework to adjust the Company's capital resources to the business requirements at any time, especially with regard to the strategic further development of the Group and the targeted expansion of business activities in dynamic markets pursued by the Board of Management, and to act quickly and flexibly in the changing markets, for the benefit of its shareholders. To this end, the Company must always have the necessary instruments for raising capital - irrespective of specific utilization plans. Since decisions on the coverage of capital requirements usually have to be made at short notice, it is important that the Company is not restricted by the frequency of the annual general meetings in this respect. The legislator has taken this requirement into account with the instrument of authorized capital. Common reasons for using authorized capital are to strengthen the equity base and to finance equity investments.

Shareholders' subscription right

When using the authorized Capital, the shareholders generally have a statutory subscription right (Section 203 (1) sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (1) of the German Stock Corporation

Act). For the purposes of this statutory subscription right, the shares may also be granted indirectly to the shareholders, pursuant to Section 186 (5) of the German Stock Corporation Act (AktG), without requiring an explicit authorization.

However, the subscription right of the shareholders may be excluded in the cases set out below, although the possibility of excluding the subscription right for capital increases in exchange for cash and non-cash contributions will be limited to a total of 10% of the share capital.

Exclusion of subscription rights for fractional amounts

The authorization to exclude the subscription right for fractional amounts facilitates the presentation of a manageable subscription ratio with regard to the amount of the respective capital increase. Without excluding the subscription right for fractional amounts, technical implementation of the capital increase and the exercise of the subscription right would be considerably more difficult, especially where the capital is increase in rounded amounts. The new shares excluded from the shareholders' subscription rights as free fractions will be realized either by sale on the stock exchange or in another manner that is most beneficial for the Company.

Exclusion of subscription rights in favor of issued warrant-linked bonds, convertible bonds and participating bonds with conversion rights or warrants or conversion obligations

In addition, it will be possible to exclude the subscription right with the approval of the Supervisory Board to the extent necessary in order to also be able to grant a subscription right for new shares to the holders or creditors of warrant-linked bonds or conversion rights or conversion obligations existing at the time of the utilization of the authorized Capital, if this is provided for in the terms and conditions of the respective bond. The Company issued convertible bonds in 2020 and Agenda Item 12 of this Annual General Meeting contains a new authorization to issue warrant-linked bonds, convertible bonds and participating bonds with conversion rights or warrants or conversion obligations. Thus, the authorization to exclude subscription rights serves the purpose of not having to reduce the warrant or conversion price in accordance with the so-called anti-dilution clauses of the bond terms and conditions in the case of a convertible bond already having been issued or where the new authorization is exercised pursuant to Agenda Item 12 of this Annual General Meeting. Instead, the holders or creditors of warrant-linked bonds or conversion rights or conversion obligations will also be granted a subscription right to the extent to which they would be entitled after exercising the conversion right or warrant or the conversion obligation. The authorization gives the Board of Management the opportunity, when using the authorized Capital, to choose between the two alternatives with careful consideration for the interests involved.

Exclusion of subscription rights for cash capital increases pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG)

With the approval of the Supervisory Board, it will also be possible to exclude the subscription right for cash capital increases pursuant to Sections 203 (1) sentence 1, 203 (2), and 186 (3) sentence 4 of the German Stock Corporation Act (AktG). This option serves the Company's interest in achieving the best possible issue price when issuing the new shares. The possibility of excluding subscription rights, as provided for by law in Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), allows the Management to exploit opportunities that result from the prevailing stock exchange conditions, quickly and flexibly as well as cost-effectively. This achieves the best possible strengthening of equity in the interest of the company and all shareholders. By dispensing with the time-consuming and costly processing of the subscription right, the equity capital requirement can be met very quickly from market opportunities arising at short notice and additional new shareholder groups can be acquired at home and abroad. Near-market pricing and smooth placement would not be possible if the subscription rights were maintained. Although Section 186 (2) of the German Stock Corporation Act permits publication of the subscription price up until the third last day of the subscription period, in view of the frequent volatility seen on the stock markets, this involves a market risk over several days resulting in security markdowns when setting the subscription price and thus conditions that are not near-market conditions. In addition, the uncertainty regarding the exercise of any subscription right would jeopardize successful placement with third parties or involve additional expense. Finally, if a subscription right were granted, the Company would not be able to react to favorable or unfavorable market conditions at short notice, due to the length of the subscription period, but would be exposed to declining share prices during the subscription period, which could lead to unfavorable equity procurement prospects for the Company. The possibility of a capital increase under optimum conditions and without appreciable loss of subscription rights is particularly important for the Company because it must be able to take advantage of market opportunities quickly and flexibly in its rapidly changing markets as well as in new markets, and must also be able to cover any resulting capital requirements at very short notice if necessary. The issue price, which should be fixed as soon as possible after placement of the shares, and thus the money accruing to the Company for the new shares, will be based on the stock market price for the shares already listed and will not be significantly lower than the current stock market price, probably not more than 3%, but in any case not more than 5%.

The shares issued subject to exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10% of the share capital, either at the time that the authorization becomes effective or at the time that it is exercised. This limit will include the sale of treasury shares provided that it takes place during the term of this authorization, subject to exclusion of the subscription right, pursuant to Sections 71 (1) no. 8 sentence 5, 186 (3) sentence 4 of the German Stock Corporation Act (AktG). Furthermore, this limit includes those shares issued, or to be issued, for the purpose of servicing warrant-linked bonds or conversion rights and/or conversion obligations, provided that the bonds are issued during the term of this authorization, subject to the exclusion of subscription rights, in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). In line with the statutory provisions, these requirements take into account the shareholders' need for protection against dilution of their shareholdings. As the issue price of the new shares is close to the stock market price and due to the limitation on the size of the capital increase without subscription rights, the shareholders in principle have the option to maintain their shareholding by acquiring the necessary shares under almost identical conditions via the stock exchange. This therefore ensures that, in accordance with the legal interpretation of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), both the financial and voting rights are adequately safeguarded in the event of a utilization of the authorized Capital under exclusion of the subscription right, while the Company is given more scope for action in the interests of all shareholders.

Exclusion of subscription rights for non-cash capital increases

Furthermore, the subscription right of the shareholders shall be excluded, with the approval of the Supervisory Board, in the case of non-cash capital increases. This enables the Board of Management to use shares of the Company in appropriate individual cases for the acquisition of companies, parts of companies, participations in companies or other assets. Thus, in negotiations, the need may arise to provide shares rather than money as consideration. The ability to offer shares in the Company as consideration is necessary, especially in the international competition for interesting acquisition objects, and will provide the necessary scope to take advantage of any opportunities that arise for acquiring companies, parts of companies, participations in companies or other assets without adversely affecting liquidity. The issuance of shares may also be the right approach with regard to achieving an optimal financing structure. The authorization also enables the Company to acquire larger companies or participations in companies in appropriate cases, insofar as this is in the interests of the Company and therefore its shareholders. The shareholders will not suffer any disadvantage as a result because the issuance of shares in exchange for non-cash contributions requires that the value of the non-cash contribution is in reasonable proportion to the value of the shares. In determining the valuation ratio, the Board of Management will ensure that the interests of the Company and its shareholders are adequately safeguarded and that an appropriate issue price is achieved for the new shares.

Limitation on the total volume of capital increases without subscription rights

The total number of shares issued, whether for cash or non-cash contributions, based on the authorizations set out above to exclude subscription rights in the case of capital increases, may not exceed 10% of the share capital either at the time that the authorization becomes effective or at the time that it is exercised. The aforementioned 10% limit will include shares issued under the authorized Capital with exclusion of subscription rights, treasury shares sold during the period of validity of the authorized Capital with the exclusion of subscription rights and shares to be issued during the period of validity of the authorized Capital under warrant-linked bonds and/or conversion rights or obligations, issued with exclusion of subscription rights. This capital limit restricts the total volume of an issue of shares without subscription rights from the authorized Capital. Thus, the shareholders are additionally protected against a dilution of their shareholdings.

Use of the authorized Capital

There are currently no plans to utilize the authorized Capital. The Board of Management will, in each individual case, carefully examine whether to make use of the authorization to increase capital under exclusion of the shareholders' subscription rights. It will only do so if, in the opinion of the Board of Management and the Supervisory Board, it is in the interests of the Company and thus its shareholders. The Board of Management will report to the next Annual General Meeting on the utilization of the authorization.

II. Further information on convening the Annual General Meeting

1. Total number of shares and voting rights at the time of convening the 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 Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting therefore amounts to 69,202,080.

The Company holds no treasury shares at the time of convening the Annual General Meeting.

2. Preconditions for attending the 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 Annual General Meeting and the exercise of shareholders' rights in particular voting rights shall be restricted to those who, at the beginning of the 21st day before the Annual General Meeting, i.e. **on Friday, April 21, 2023 at 00:00h midnight (CEST)** (evidence reference date), are shareholders of the Company (entitlement) and have registered for the 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 (AktG) 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 5, 2023, 12:00h midnight (CEST)**.

Registration office:

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

Email: anmeldung@better-orange.de

In relation to the Company, attendance at the meeting and the exercise of shareholders' rights, in particular 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, to exercise shareholders' rights and the number of voting rights are measured exclusively according to the shareholding contained in the aforementioned 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, to exercise shareholders' rights 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, to exercise shareholders’ rights 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 otherwise of no relevance for dividend entitlements.

Once the registration office has duly received the registration and evidence of shareholdings, AGM Tickets will be sent to shareholders for the Annual General Meeting. In order to ensure timely receipt of their AGM Tickets, 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.

3. Voting by proxy

a) Proxy voting by third parties

Shareholders may be represented at the 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 for the General Meeting 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 the AGM Ticket; however, shareholders may also grant a separate proxy in text form. These forms will also be provided without delay and free of charge to any shareholder on request. Such requests should be sent to the following address:

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

Email: durr@better-orange.de

The grant of proxy may be addressed to the proxy or to the Company. Proof of a grant of proxy may be provided by either the grantor or the grantee sending evidence thereof (e.g. the original proxy or a copy or scan thereof or otherwise in text form) by post by **Thursday, May 11, 2023, 12:00h midnight (CEST)** (date of receipt) to:

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

In addition, proof of a grant of proxy can also be provided by the grantor or grantee electronically (by e-mail) sending evidence thereof (e.g. the original proxy or a copy or scan thereof or otherwise in text form) to the e-mail address: durr@better-orange.de.

The aforementioned transmission channels are also available 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. It is also possible to grant a proxy via the internet-based shareholder portal, see Clause 7 below.

On the day of the Annual General Meeting, the entrance and exit control for the Annual General Meeting at the headquarters of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany, will also be available for granting, providing evidence of and revoking the proxy. Evidence of a proxy granted at or during the Annual General Meeting can be provided by sending the evidence by e-mail to the above address.

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

If voting proxies are granted to credit institutions, or to equivalent institutions or companies pursuant to the provisions of the German Stock Corporation Act (Sections 135 (10), 125 (5) of the German Stock Corporation Act - AktG) as well as to shareholders' associations or persons within the meaning of Section 135 (8) of the German Stock Corporation Act (AktG), the proxy authorization shall be recorded by the proxy in a verifiable manner. Moreover, the proxy authorization must be complete and may only contain declarations associated with the exercise of voting rights. Therefore, if you wish to grant a voting proxy to a bank, a shareholders' association or any other institution, company or person other than those deemed to be equivalent pursuant to Section 135 of the German Stock Corporation Act (AktG), please agree with the recipient of the proxy as to what form the proxy will take. In such cases, the proxy may only be granted to a specific recipient. However, pursuant to Section 135 (7) of the German Stock Corporation Act, a violation of the aforementioned and certain other requirements for the grant of voting proxies to parties named in this paragraph as set forth in Section 135 of the German Stock Corporation Act shall not affect the validity of the vote.

b) Voting proxies appointed by the Company

In addition, we offer our shareholders the option of authorizing proxies appointed by the Company to exercise their voting rights in accordance with their instructions prior to the Annual General Meeting. If proxies appointed by the Company are authorized to vote, they must always be given instructions on how to exercise such voting rights. Without these instructions, the proxy is invalid. The individuals or entities appointed as proxies by the company are required to vote in accordance with instructions; they cannot exercise these voting rights at their own discretion. Please note that proxies can only exercise voting rights on those items on the agenda for which shareholders give clear instructions, and that the proxies cannot accept instructions on procedural motions either before or during the Annual General Meeting. Likewise, proxies appointed by the Company cannot accept instructions to speak, raise objections to resolutions of the Annual General Meeting or to ask questions or submit motions. Even if a proxy appointed by the Company is authorized to vote, timely receipt of registration and evidence of shareholdings are required in accordance with the aforementioned provisions on the preconditions for attending the Annual General Meeting and exercising voting rights.

Shareholders will receive a form for issuing proxy authorizations and instructions, as well as further information on attending the Annual General Meeting and exercising voting rights, along with their AGM Ticket for the Annual General Meeting. The form can also be requested by post or email from the address below:

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

Email: durr@better-orange.de

The authorization of voting proxies appointed by the Company and the issuance of instructions to them must be in text form. Shareholders are requested to send proxy authorizations, with instructions to voting proxies who are obliged to act in accordance with these instructions, either by post or electronic means (by email) to the following address by **Thursday, May 11, 2023 12:00h midnight (CEST)**:

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

Email: durr@better-orange.de

On the day of the Annual General Meeting, the entrance and exit control for the Annual General Meeting at the headquarters of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany, will also be available for granting, providing evidence of and revoking the proxy. Evidence of a proxy granted at or during the Annual General Meeting can be provided by sending the evidence (e.g. the original proxy authorization) by e-mail to the above address.

It is also possible to grant a proxy to the proxies appointed by the Company via the internet-based shareholder portal, see Clause 7 below.

In the event of the personal appearance of the shareholder or his proxy at the General Meeting, the voting proxy appointed by the Company will not exercise a proxy authorization granted to him.

In the event that several separate votes are required for one agenda item without this having been announced in advance of the Annual General Meeting, a proxy authorization/instruction relating to this agenda item shall also be deemed to be the corresponding authorization/instruction for each sub-item requiring a separate vote.

All the aforementioned forms of participation and representation, in particular personal participation or participation by proxy, namely by a credit institution, an intermediary or a shareholders' association, are not affected by the offer to authorize a voting proxy appointed by the Company and remain fully possible.

4. Postal voting

Shareholders entitled to vote or their proxies may cast their votes in text form or by means of electronic communication (postal voting), even without attending the Annual General Meeting. In this case, prompt registration and evidence of share ownership in accordance with the aforementioned provisions are still required.

Votes cast by postal voting may be submitted to the Company by post or electronically (via the shareholder portal):

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG

Haidelweg 48
81241 München, Germany

Please use the form sent to you with the AGM Ticket following registration and return it to the above address. Postal votes that cannot be attributed beyond doubt to a due and proper registration shall not be taken into account.

Votes cast by postal voting must be received by the Company at the aforementioned address by no later than **Thursday, May 11, 2023, 12:00h midnight (CEST)**. Postal votes may also be cast electronically via the internet-based shareholder portal by **Thursday, May 11, 2023, 12:00 midnight (CEST)**, see Clause 7 below.

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

Proxies, authorized 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.

In the event that the shareholder (or his/her proxy) attends the Annual General Meeting in person, any postal vote previously cast shall not be counted.

5. Shareholders' rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG)

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

In accordance with Section 122 (2) German Stock Corporation Act (AktG), shareholders whose shares equal the aggregate of one twentieth of the capital stock or the proportional 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 be received by the Company by **Tuesday, April 11, 2023, 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: hv2023@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 - AktG). The provisions of Section 121 (7) German Stock Corporation Act (AktG) apply analogously.

Motions and election nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

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 (AktG) 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 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 27, 2023, 12:00h midnight (CEST)**. A countermotion and/or the reasons therefor need not be made accessible where one of the exemptions pursuant to Section 126 (2) German Stock Corporation Act (AktG) applies.

No reasons need to be specified for election nominations submitted by shareholders pursuant to Section 127 German Stock Corporation Act (AktG). Election nominations are only made accessible if they contain the name, the practiced 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 (AktG) in conjunction with Section 126 (2) German Stock Corporation Act (AktG) 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 27, 2023, 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 Section 126 (1) and Section 127 German Stock Corporation Act (AktG) must be addressed exclusively to:

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

Email: gegenantraege@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, following receipt, on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting Any responses by the Management will also be made accessible at the specified website address.

Shareholder's right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

Upon request, at the Annual General Meeting, each shareholder shall be provided with information by the Board of Management on the affairs of the company, including the legal and business relations of the Company with affiliated companies, as well as on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the item on the agenda. Pursuant to Article 19a of the Articles of Incorporation, the Chair of the meeting may reasonably limit the time allowed for shareholders to ask questions and speak.

6. Publications on the Company’s website

As soon as the Annual General Meeting has been convened, the following information and documentation will be available on the Company's website at: www.durr-group.com/en/investor-relations/annual-general-meeting (cf. Section 124a German Stock Corporation Act - AktG):

- 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 to the Meeting.

This information and documentation will remain available on this website during the 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 (AktG) are available to shareholders on the Company’s website at: www.durr-group.com/en/investor-relations/annual-general-meeting.

Any countermotions, election nominations and requests for supplements from shareholders, requiring publication, that 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 Annual General Meeting.

7. Internet-based shareholder portal

The Company will maintain an internet-based shareholder portal from April 21, 2023, via the link "Shareholder Portal” at the internet address: www.durr-group.com/en/investor-relations/annual-general-meeting Duly registered shareholders (or their proxies) can, among other things, exercise their voting rights via the shareholder portal. In order to use the shareholder portal, shareholders or their proxies must log in there with the access code and password which they receive with their AGM Ticket. In order for the authorized proxy to use the password-protected internet service, the proxy must receive the corresponding access data. After granting the proxy and in accordance with the grantor’s requirements, the proxy will be sent his own access data by the Company transmitted either by post or by e-mail. For the purposes of transmission, where a proxy is granted by declaration to the Company using the form provided by the Company with the AGM Ticket, a postal address of the proxy may be provided and, where a proxy is granted using the password-protected internet service, either a postal address or an e-mail address of the proxy may be provided. If no postal address or e-mail address for the authorized proxy is provided by the grantor, the access data of the authorized proxy will be sent by post to the grantor’s address. If you provide a postal address, please take into account the usual processing and mailing times for transmission of the access data. The various options for exercising your rights then appear in the form of buttons and menus on the user interface of the shareholder portal.

Shareholders will receive further details on the shareholder portal and on registration and the terms of use together with their AGM Ticket or on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting

Properly registered shareholders (and, if applicable, their proxies) can follow the entire Annual General Meeting by video and audio transmission via the "Shareholders' Portal” link at the internet address:
www.durr-group.com/en/investor-relations/annual-general-meeting

Prior to the Annual General Meeting, namely up until **Thursday, May 11, 2023, 12:00h midnight (CEST)**, duly registered shareholders (or their proxies) may also exercise their voting rights by way of (electronic) postal voting via the Company's shareholder portal, which can be accessed via the "Shareholder Portal" link at the internet address:www.durr-group.com/en/investor-relations/annual-general-meeting Electronic postal voting via the shareholder portal will be possible from April 21, 2023 until Thursday, May 11, 2023 12:00h midnight (CEST). Duly registered shareholders (or their proxies) may also change or revoke any votes previously cast, by way of electronic postal voting, via the shareholder portal up until that time. In the event that the shareholder (or his/her proxy) attends the Annual General Meeting in person, any postal vote previously cast shall not be counted.

Prior to the Annual General Meeting, namely up until **Thursday, May 11, 2023, 12: 00h midnight (CEST)**, the Company's shareholder portal can also be used by duly registered shareholders (or their proxies) to exercise their voting rights by authorizing voting proxies appointed by the Company, via the "Shareholder Portal" link at the internet address: www.durr-group.com/en/investor-relations/annual-general-meeting. Authorizing proxies via the shareholder portal will be possible from April 21, 2023, until Thursday, May 11, 2023 12:00h midnight (CEST). Duly registered shareholders (or their proxies) may also amend or revoke any proxy and instructions issued via the shareholder portal up until the aforementioned time. In the event that the shareholder (or his/her proxy) attends the Annual General Meeting in person, the voting proxy appointed by the Company shall not exercise the proxy granted to them.

In order to follow the Annual General Meeting and to use the shareholder portal, duly registered shareholders (or their proxies) require an internet connection and a device capable of connecting to the internet. In order to receive optimum audio and video transmission of the Annual General Meeting, a stable internet connection with a sufficient transmission speed is recommended.

If you use a computer to receive the audio and video transmission of the Annual General Meeting, you will need a browser and loudspeakers or headphones.

In order to access the Company's internet-based shareholder portal, duly registered shareholders (or their proxies) require their AGM Ticket, which will be sent to them automatically after due and proper registration. The AGM Ticket contains your individual access data with which you can log in to the shareholder portal.

The internet-based shareholder portal is an extra service provided for the Annual General Meeting of the Company, which will be held in person. The Company provides this additional service to duly registered shareholders (or their proxies) in order to enable and facilitate the participation and involvement in the General Meeting of duly registered shareholders (or their proxies) to the extent and under the conditions described above. Via the internet-based shareholder portal, duly registered shareholders (or their proxies) may only take the aforementioned actions; in particular, they are not permitted to submit any supplementary or countermotions, make any election nominations for the Supervisory Board, make speeches, ask questions or propose motions at the Annual General Meeting, or raise any objections. Even though duly registered shareholders (or their proxies) can follow the entire Annual General Meeting with sound and pictures via the internet-based shareholder portal, they are not participants in the Annual General Meeting within the meaning of the German Stock Corporation Act.

8. Public broadcast of the Annual General Meeting

An audio and video broadcast of the Annual General Meeting for all shareholders and the interested public will be available, until the end of the report from the Board of Management, on the internet at: www.durr-group.com/en/investor-relations/annual-general-meeting Duly registered shareholders (and, if applicable, their proxies) can follow the entire Annual General Meeting by video and audio transmission via the "Shareholders' Portal” link at the internet address: www.durr-group.com/en/investor-relations/annual-general-meeting

9. 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 AGM Ticket number) and, where appropriate, the personal data of shareholders’ 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 organization of the Annual General Meeting, for the exercise of voting rights by shareholders as well as for participation in the Annual General 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 et seq. and 118 et seq. German Stock Corporation Act (AktG). In addition, instances of data processing that are useful for organizing the 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, either directly from the relevant shareholder or 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 organizing the Annual General Meeting process the personal data of shareholders and shareholder representatives 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 personal data of shareholders and shareholder representatives are required to treat such data as confidential. In addition, personal data of shareholders and/or shareholder representatives attending the Annual General Meeting can be seen by other shareholders and their representatives within the scope of the applicable legal requirements (in particular the list of attendees, Section 129 German Stock Corporation Act). Dürr Aktiengesellschaft undertakes to erase the personal data of shareholders and shareholder representatives 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 and shareholder representatives 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 and shareholder representatives 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 shareholder representatives are also entitled to raise objections in accordance with the legal requirements.

If shareholders and shareholder representatives 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 78-2225 or

Email: dataprotection@durr.com

III. Information on the candidate nominated for election to the Supervisory Board

Dr. Markus Kerber

Born 1963, nationality: German, resident in Berlin
Academic studies: Economics

1992
Doctorate in Social Sciences, University of Hohenheim

1992 – 1995
S. G. Warburg Ltd, London
Associate Director, Equity Capital Markets (IPOs and Placements)

1995 – 1998
Deutsche Bank AG, London
Director, Equity Capital Markets (IPOs and capital increases)

1998 – 2009
GFT Technologies AG, Stuttgart
Chief Financial Officer (until 2003), Member of the Supervisory Board (until 2009)

Minority shareholder since 1998

2006 – 2009
Federal Ministry of the Interior, Berlin
Head of Department, Policy Issues and International Analyses

2009 – 2011
Federal Ministry of Finance, Berlin
Head of Department, Fiscal and Economic Policy Issues, International Fiscal Policy

2011 – 2017
Federation of German Industries (BDI), Berlin
Chief Executive Officer and Member of the Presidential Board

2018 – 2021
Federal Ministry of the Interior, Building and Home Affairs, Berlin
Permanent Secretary of State

since 2022
CDU Federal Office, Berlin: Policy Coordinator

Other positions:
German Institute for International Security Affairs
Visiting Academic (Political Order Models, China Hub, Strategic Foresight)

1886Ventures GmbH, Stuttgart
Shareholder (focus includes fuel cell development and production)

Positions on supervisory and advisory boards:
Heinz Dürr GmbH, Berlin: Chairman of the Advisory Board (since 2018)

IV. Remuneration Report 2022

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) and is based in particular on the statutory requirements of that Act. It is a separate report, describing the basic principles underlying the remuneration systems for the Board of Management and the Supervisory Board as well as the amount and structure of the remuneration.

Due to rounding effects, it is possible that individual figures presented in this report may not add up exactly to the specified total and that the percentages shown do not exactly match the absolute figures.

The remuneration report for 2021 was prepared in accordance with Section 162 of the German Stock Corporation Act for the first time. The report on the remuneration individually granted and owed to the members of Dürr AG’s Board of Management and

Supervisory Board in 2021 was approved by the shareholders with a majority of 93.18% at the annual general meeting on May 13, 2022.

Remuneration system for the members of the Board of Management

Principles of the remuneration system

The current remuneration system for the Board of Management of Dürr AG has been in force since January 1, 2021. The 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) and has been approved and adopted by the Supervisory Board in accordance with these requirements.

In devising the current remuneration system, the Personnel Committee and the Supervisory Board paid close attention to ensuring the appropriateness of the remuneration for the Board of Management, and reviewed it 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 (see section entitled "Review of the appropriateness of the remuneration of the Board of Management") as well as with the remuneration of the Group's senior managers and workforce.

The remuneration system also largely takes account of the most recent version of the German Corporate Governance Code ("Code") as well as the latest version (September 2021) of the "Guidelines for Sustainable Management Board Remuneration". The "Guidelines for Sustainable Management Board Remuneration" as amended in September 2021 were drawn up by Supervisory Board Chairs, corporate governance experts as well as investor representatives and academics.

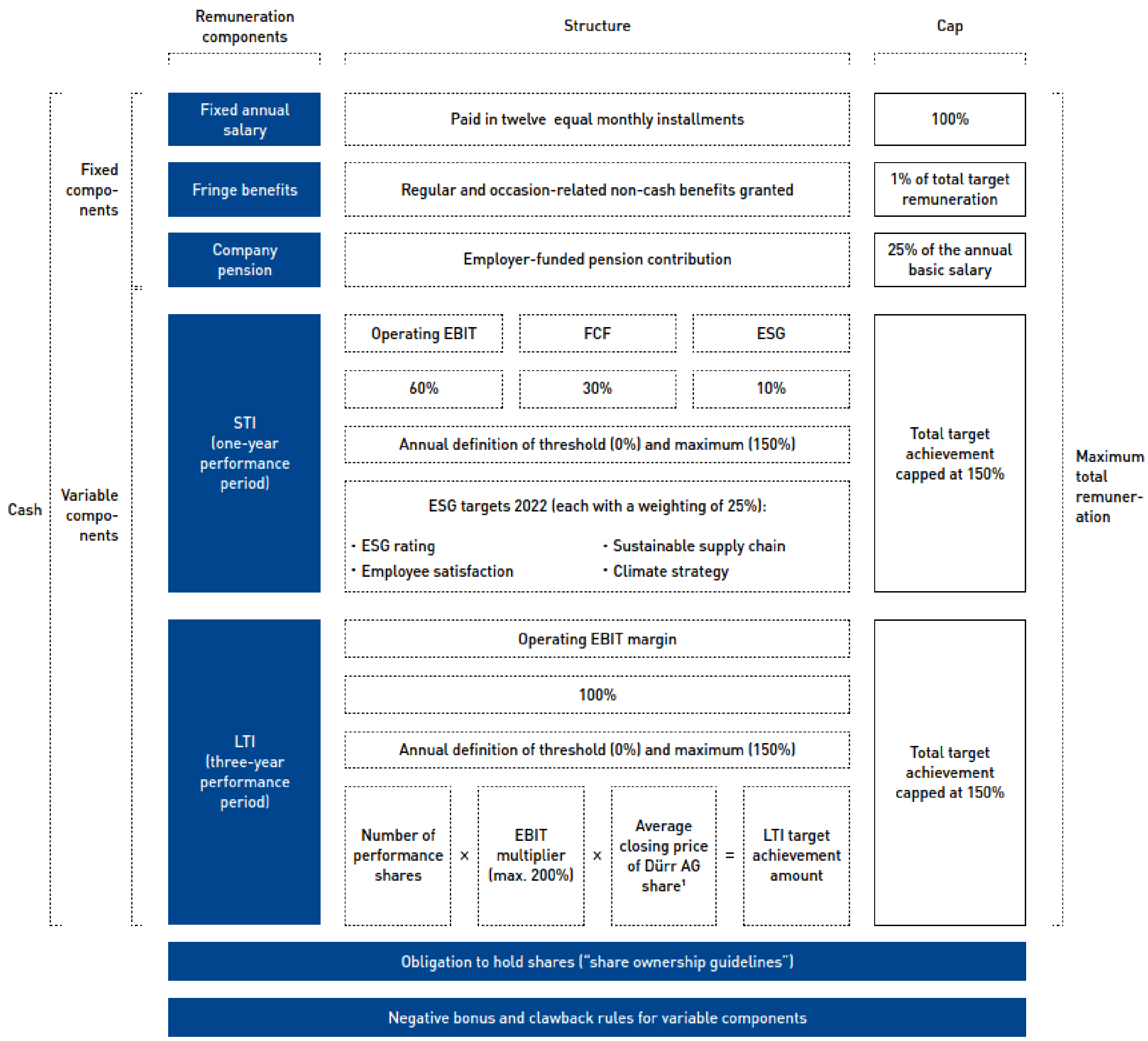
Among other things, the system includes variable performance criteria to measure the Group's sustainable development, a clawback clause, a target bonus system, and provisions concerning termination benefits. Other constituent elements are, for example, the distinction between short-term and long-term incentives (one-year and multi-year variable remuneration), remuneration caps, and a deductible for D&O insurance.

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 long-term added value, the implementation of the company's business strategy, and the growth of the divisions. The current remuneration system applies in the version approved by a large majority (89.57%) of the shareholders at the annual general meeting on May 7, 2021.

Components of the remuneration system

The 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 the fixed annual salary, a company pension, and fringe benefits. The variable performance-related remuneration comprises the short-term incentive and the long-term incentive (figure 3.1).

3.1 Remuneration system and components of the remuneration for the Board of Management



[1] Average closing price of the Dürr share in Deutsche Börse AG's XETRA trading system over the last 30 trading days before the annual general meeting of Dürr AG.

Fixed, non-performance-related remuneration components

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

Fixed annual salary

The fixed annual salary is paid in twelve equal monthly 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 25% of their fixed annual salary.

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 the individual members.

Variable, performance-related remuneration components

The variable, performance-related remuneration is made up of a short-term (STI) and a long-term (LTI) component, resulting in an appropriate incentive system for the implementation of the corporate strategy and for the creation of and growth in sustainable added value. The remuneration model seeks to provide a high degree of transparency by linking the performance parameters with clearly defined indicators of earnings, 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 is measured on the basis of the tasks and strategic and operational responsibility of the members of the Board of Management as well as 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 development. The method for measuring target achievement is described below.

The Supervisory Board may make appropriate, temporary adjustments, within reasonable limits, to the conditions for payment of the variable remuneration components in response to exceptional events or developments, e.g. the acquisition or disposal of a business. The Supervisory Board made use of this right with regard to remuneration for 2022 and adjusted the EBIT targets during the year. Generally unfavorable market conditions do not constitute exceptional events or developments. The same applies if changes in 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.

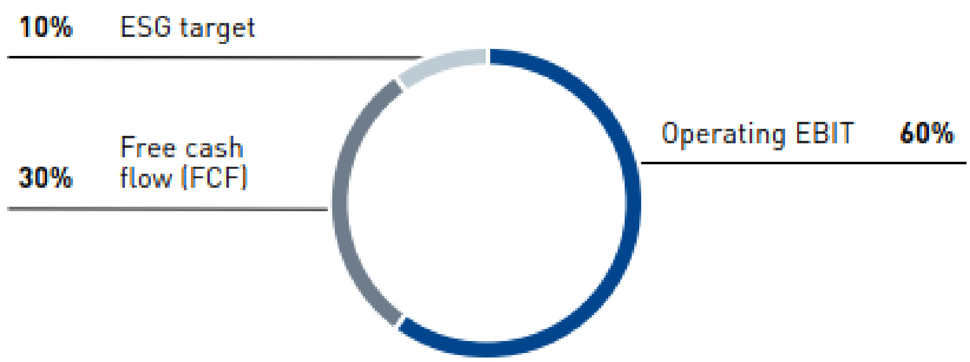
Short-term incentive (short-term remuneration component)
The short-term incentive is a performance-related bonus based on financial and non-financial results for the respective fiscal year. For 2022, it broke down into 60% operating earnings before interest and taxes (EBIT), 30% free cash flow (FCF), and 10% ESG targets (figure 3.2). 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. By applying the Dürr Group's operating EBIT, the company's profitability is duly taken into account in the remuneration of the Board of Management, thus supporting one of the main strategic objectives.

Free cash flow is the freely available cash flow and shows what funds remain for dividend payout, acquisitions, and debt reduction. It 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.

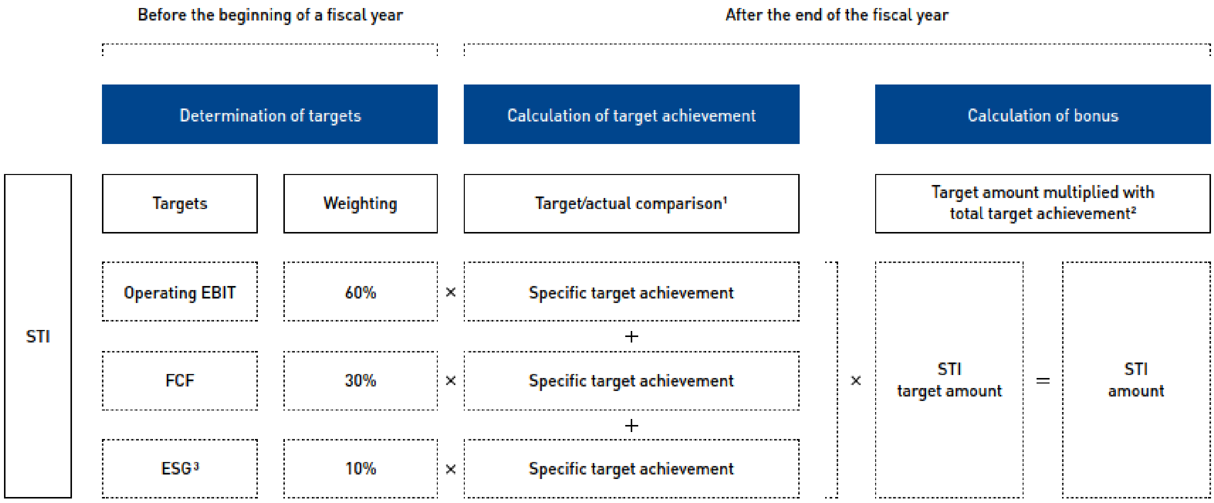
ESG goals are defined as environmental, social, and responsible corporate governance goals. Before the beginning of the fiscal year, the Supervisory Board determines the ESG performance criteria and the methods for measuring performance for each member of the Board of Management or the Board of Management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

3.2 Short-term incentive – target weighting



Before the beginning of a fiscal year, the Supervisory Board determines the individual targets as well as the 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 determined on the basis of the respective achievement of the EBIT, FCF, and ESG targets and by applying the weighting defined for these targets. The final STI amount equals the STI target amount multiplied by target achievement (figure 3.3). 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).

3.3 Short-term incentive: calculation of target achievement and STI amount



[1] Comparison of the targets set before the beginning of the fiscal year with the values achieved in the fiscal year.
[2] The individual target amount for 100% target achievement is determined in accordance with the applicable remuneration structure for the individual members of the Board of Management. Total target achievement is the sum of all target achievement levels.
[3] The ESG sub-targets are redefined annually and composed of environment, social, and governance targets.

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 (long-term remuneration component)

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 the operating EBIT margin. The relevant performance indicators for calculating the amount accruing under the LTI are the performance of the Dürr share price between the award and the payment of the LTI 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 long-term implementation of the corporate strategy.

At the date on which 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 calculated 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 multiplier and the average calculated closing price of the Dürr share over the 30 days before the annual general meeting (figure 3.4).

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 multiplier 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 multiplier are interpolated on a straight-line basis between the minimum and the target as well as between the target and the maximum. The EBIT multiplier is capped at 200%. The target achievement amount for the LTI is capped at 150% of the LTI target (payout cap). Further information can be found in figure 3.12.

3.4 Long-term incentive – calculation of the target achievement amount

Number of performance shares	×	EBIT multiplier (0–200%)	×	Average closing price of the Dürr AG share	=	Long-term incentive target achievement amount (capped at 150%)

All rights accruing under the LTI expire without compensation if: the service contract with the 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 for good cause prior to the LTI payout due to gross breach of duty as defined in Section 84 (4) Sentence 2 of the German Stock Corporation Act; the appointment is not renewed upon expiry for good cause in accordance with Section 626 (1) of the German Civil Code for reasons for which the member of the Board of Management is responsible prior to the LTI payout; or the member of the Board of Management resigns or gives notice of termination of the service contract prior to the LTI payout, unless the member of the Board of Management has a justified reason for resigning and/or giving notice of termination of the service contract.

Previous long-term incentive (long-term remuneration component)
In 2022, the long-term variable remuneration was paid out under the system applicable until December 31, 2020. This system is described below.

Under the remuneration system applicable until December 31, 2020, 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, known as 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 multiplier and an EBIT multiplier. The share price multiplier 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 multiplier 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 multiplier were subject to caps. The EBIT multiplier was capped at two if an average EBIT margin of at least 8% had been achieved. If the average EBIT margin was 6%, the EBIT multiplier equaled target achievement of one and if the average EBIT margin was 4% or less, the EBIT multiplier dropped to zero, meaning that no LTI payment was made.

Penalty and clawback rules
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 the basis for determining other targets upon which the variable remuneration is based 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, resulting from this, a 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 part or in full (down to zero).

If the correction to the bases for calculating variable remuneration or the breach of the duties of care or of material principles affects 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.

In 2022, 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 for 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 CEO and at €2,055,000 for the CFO.

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 other remuneration components. Irrespective of the maximum remuneration set, the amount of the individual variable remuneration components is also limited as shown in table 3.5.

3.5 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
Chief Financial Officer	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 Dürr shares during the term of their office after the end of a three-year accumulation phase. The Chief Executive Officer and the Chief Financial Officer must each hold 12,500 shares. Alongside the LTI, the obligation to hold shares in the company entails an additional share-based component that provides an incentive to work toward increasing the company’s enterprise value in the long term beyond the 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 current 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, 2022, is shown in table 3.6.

3.6 Number of shares held by the members of the Board of Management active as of December 31, 2022

Member of the Board of Management	Necessary number	End of the accumulation phase	Number of shares as of December 31, 2022
Dr. Jochen Weyrauch	12,500	Dec. 31, 2023	24,000
Dietmar Heinrich	12,500	Dec. 31, 2023	15,000

Benefits granted at contract termination

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

Benefits granted in the event of a withdrawal of a member of the Board of Management
If the service contract is terminated without good cause, a possible severance payment including fringe benefits for the member of the Board of Management concerned 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 in 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 for reasons for which the member of the Board of Management is responsible.

Post-contractual noncompete agreement
If a post-contractual non-compete clause is agreed upon, any severance payment counts toward 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 development
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 development. The focus is on strengthening the company's profitable and sustainable growth, which forms the basis for structuring the remuneration system. The sustainable success of the business strategy is supported by variable, performance-related remuneration components. To this end, different targets geared to profitability, 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 adjusted in 2022 with a realignment made during the year to the short-term incentive EBIT targets, together with a reduction in the total short-term incentive target achievement from 150% to 130%.

Target achievement under the short-term incentive
Adjustment to performance criteria for 2022

Target achievement under the short-term incentive for 2022 was weighted as follows: 60% operating EBIT target, 30% free cash flow target, and 10% ESG targets. Due to the Covid-19 pandemic, the lockdowns in China, the war in Ukraine, and significant supply chain problems, the business targets originally planned for 2022 were no longer achievable. In an ad-hoc news item dated May 2, 2022, the company lowered the expected EBIT margin (before extraordinary effects) to between 5.0% and 6.5% (originally between 6.5% and 7.5%). Under Section 87 (1) of the German Stock Corporation Act, it is incumbent upon the Supervisory Board to ensure at all times the appropriateness of the remuneration of the Board of Management and, in the case of listed companies, to align it with the company's sustainable and long-term development. In the event of extraordinary developments or events, the remuneration system for the Board of Management allows adjustments to be made to the variable remuneration (STI, LTI). On the recommendation of the Personnel Committee, the Supervisory Board of Dürr AG adopted the following resolution for the members of the Board of Management of Dürr AG on June 3, 2022:

The EBIT target achievement relevant for variable remuneration (STI) for 2022 will be adjusted during the year (table 3.7), and, in this connection, the cap on the overall target achievement under the short-term incentive will be lowered to 130% for the year.

3.7 Short-term incentive – adjustment of EBIT targets in 2022

Operating EBIT

Target achievement	Original target for 2022	Adjusted target for 2022
0%	€159,000	€148,000
100%	€245,000	€188,000
150%	€289,000	€208,000

The free cash flow (FCF) and ESG targets were not changed (table 3.8).

Operating EBIT came to €207.5 million in 2022. It is derived from the EBIT of €205.9 million less the unplanned extraordinary effects of €1.6 million. The unplanned extraordinary effects arose from non-operating items in connection with restructuring in Russia, the reversal of restructuring provisions in the Woodworking Machinery and Systems division, personnel expenses from acquisitions at various Group companies, and the impairment recognized on the iTAC Software AG brand name. Free cash flow amounted to €117.1 million in 2022. The ESG target for 2022 consisted of four sub-targets, each of which had a weighting of 25%. One of the four sub-targets was oriented to the EcoVadis ESG rating, while the other three were related to environmental, social, and governance aspects. The EcoVadis rating shows an increase to 72 points (gold status) for 2022, compared to 66 points in the previous year. The climate strategy (environmental) sub-target indicated a reduction of 28,921 tons or 51% in Scope 1 and 2 CO_2e emissions in 2022. The third sub-target (social) was to be assessed on the basis of the results of an employee survey. However, this employee survey was postponed until September 2023, as it was not possible to ensure that all employees worldwide were able to participate in the same way at the planned time due to the Covid-19 pandemic. As a result, this sub-target was assigned 0% target achievement. The fourth sub-target (governance) related to sustainable supply chains. In this respect, 80% of the high-risk suppliers active in 2022 signed the Dürr Group's Supplier Code of Conduct, and 60% of the high-risk suppliers active in 2022 carried out a supplier self assessment. Total achievement of the four ESG sub-targets came to 112.5% in 2022.

3.8 Short-term incentive – determination of target achievement in 2022

Name	Description of the performance criterion	Relative weighting of the performance criterion	
	Earnings before interest and taxes (operating EBIT)	60%	
	Free cash flow (FCF)	30%	
	ESG targets	10%	
	ESG target 1 (EcoVadis rating)[1]	2.5%	
	ESG target 2 (employee satisfaction)[3]	2.5%	
	ESG target 3 (sustainable supply chain)		
	ESG target 3.1 (signing of supplier code of conduct)	1.25%	
	ESG target 3.2 (completion of supplier self assessment)	1.25%	
Dr. Jochen Weyrauch Chief Executive Officer	ESG target 4 (climate strategy)[4]	2.5%	
	Earnings before interest and taxes (operating EBIT)	60%	
	Free cash flow (FCF)	30%	
	ESG targets	10%	
	ESG target 1 (EcoVadis rating)[1]	2.5%	
	ESG target 2 (employee satisfaction)[3]	2.5%	
	ESG target 3 (sustainable supply chain)		
	ESG target 3.1 (signing of supplier code of conduct)	1.25%	
	ESG target 3.2 (completion of supplier self assessment)	1.25%	
Dietmar Heinrich Chief Financial Officer	ESG target 4 (climate strategy)[4]	2.5%	

[1] EcoVadis is an international assessment platform for determining sustainability along the entire supply chain.
[2] Gold status achieved (top 5%). Gold status was awarded in 2022 for a score of 67 points. The threshold was increased to 70 points effective January 1, 2023.
[3] Measured in terms of performance environment and commitment and calculated by Effectory Deutschland GmbH; an employee survey is usually carried out every 3 years.
[4] Reduction in global Scope 1 and 2 emissions (market based) in 2022 (adjusted) relative to the base year 2019. An additional prerequisite for achieving the ESG target 4 (climate strategy) is the modification of the current company car policy in Germany to promote the switch to alternative drive systems.

	Information on performance criteria			Target achievement	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	Actual figure for current year	a) Target achievement b) Remuneration for this target
	a) €148,000,000 b) €0	a) €188,000,000 b) €500,000	a) €208,000,000 b) €750,000	€207,486,000	a) 148.7% b) €743,575
	a) −€184,000,000 b) €0	a) €16,000,000 b) €250,000	a) €116,000,000 b) €375,000	€117,100,000	a) 150% b) €375,000
					a) 112.5% b) €93,750
	a) 62 b) €0	a) 64 b) €20,833	a) Top 5%[2] b) €31,250	Gold status – 72 points	a) 150% b) €31,250
	a) Score ≤ industry average b) €0	a) Score ≥ industry average < results of 2019 survey b) €20,833	a) Score > results of 2019 survey b) €31,250	Employee survey postponed until 2023	a) 0% b) €0
	a) 0% of the high-risk suppliers active in 2022 b) €0	a) 50% of the high-risk suppliers active in 2022 b) €10,417	a) 75% of the high-risk suppliers active in 2022 b) €15,625	80% of the high-risk suppliers active in 2022	a) 150% b) €15,625
	a) 0% of the high-risk suppliers active in 2022 b) €0	a) 30% of the high-risk suppliers active in 2022 b) €10,417	a) 50% of the high-risk suppliers active in 2022 b) €15,625	60% of the high-risk suppliers active in 2022	a) 150% b) €15,625
	a) −0 t CO_2e (−0%) b) €0	a) −8,500 t CO_2e (−15 %) b) €20,833	a) −17,000 t CO_2e (−30%) b) €31,250	−28,921t CO_2e (−51%) Scope 1 and 2 emissions and publication of new company car policy	a) 150% b) €31,250
	a) €148,000,000 b) €0	a) €188,000,000 b) €240,000	a) €208,000,000 b) €360,000	€207,486,000	a) 148.7% b) €356,916
	a) −€184,000,000 b) €0	a) €16,000,000 b) €120,000	a) €116,000,000 b) €180,000	€117,100,000	a) 150% b) €180,000
					a) 112.5% b) €45,000
	a) 62 b) €0	a) 64 b) €10,000	a) Top 5%[2] b) €15,000	Gold status – 72 points	a) 150% b) €15,000
	a) Score ≤ industry average b) €0	a) Score ≥ industry average < results of 2019 survey b) €10,000	a) Score > results of 2019 survey b) €15,000	Employee survey postponed until 2023	a) 0% b) €0
	a) 0% of the high-risk suppliers active in 2022 b) €0	a) 50% of the high-risk suppliers active in 2022 b) €5,000	a) 75% of the high-risk suppliers active in 2022 b) €7,500	80% of the high-risk suppliers active in 2022	a) 150% b) €7,500
	a) 0% of the high-risk suppliers active in 2022 b) €0	a) 30% of the high-risk suppliers active in 2022 b) €5,000	a) 50% of the high-risk suppliers active in 2022 b) €7,500	60% of the high-risk suppliers active in 2022	a) 150% b) €7,500
	a) −0 t CO_2e (−0%) b) €0	a) −8,500 t CO_2e (−15 %) b) €10,000	a) −17,000 t CO_2e (−30%) b) €15,000	−28,921t CO_2e (−51%) Scope 1 and 2 emissions and publication of new company car policy	a) 150% b) €15,000

Target achievement under the long-term incentive

Table 3.9 shows the target achievement for the 2020 to 2022 tranche. Reportable target achievement under the long-term incentive relates to the EBIT multiplier. The payment is derived from the EBIT multiplier and the share price multiplier (see section entitled “Previous long-term incentive (long-term remuneration component)” for more information on the system).

3.9 Long-term incentive – determination of target achievement in 2022

			Information on performance criteria			Target achievement	Share price multiplier
Name	Number of performance shares	Description of the performance criterion	a) Minimum target b) Minimum target for EBIT multiplier	a) Target for 100% target achievement b) Target for 100% target achievement of EBIT multiplier	a) Maximum target b) Maximum target for EBIT multiplier	a) EBIT margin achieved b) EBIT multiplier	a) Share price multiplier[1] b) Remuneration per performance share unit
Dr. Jochen Weyrauch Chief Executive Officer	10,000	Average margin on earnings before interest and taxes (EBIT) in 2020–2022	a) 4.0% b) 0.0	a) 6.0% b) 1.0	a) 8.0% b) 2.0	a) 3.33% b) 0	a) 32.75 b) 0.00 €
Dietmar Heinrich Chief Financial Officer	5,640	Average margin on earnings before interest and taxes (EBIT) in 2020–2022	a) 4.0% b) 0.0	a) 6.0% b) 1.0	a) 8.0% b) 2.0	a) 3.33% b) 0	a) 32.75 b) 0.00 €

[1] The average price over the last 20 trading days prior to the 2023 annual general meeting is applied to calculate the final amount. As this information was not yet available when the annual financial statements were prepared, the average price over the last 20 days of the 2022 calendar year is used here as a reference.

Remuneration in 2022

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 2021 and 2022 must be disclosed.

The short-term incentive for 2021 and 2022 is deemed to be "remuneration owed" as the underlying performance 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 is not 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 are therefore deemed to be "remuneration granted".

3.10 “Remuneration granted and owed” in 2021 and 2022 (1)

			DR. JOCHEN WEYRAUCH Chief Executive Officer Date of appointment: January 1, 2017				DIETMAR HEINRICH Chief Financial Officer Date of appointment: August 1, 2020			
€			2021	2021 (in %)	2022	2022 (in %)	2021	2021 (in %)	2022	2022 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)		750,000	42	1,000,000	42	600,000	44	600,000	47
	Fringe benefits (benefits in kind, advances toward insurance, etc.)		25,596	1	30,653	1	15,996	1	15,996	1
	Total		**775,596**	**43**	**1,030,653**	**44**	**615,996**	**45**	**615,996**	**48**
Performance-related components	One-year variable remuneration (STI)		825,000	46	1,083,333[1]	46	600,000	44	520,000[1]	40
	Multi-year variable remuneration (LTI)	LTI 2019–2021	0	0		–	0	0		–
		LTI 2020–2022	–	–	0	0	–	–	0	0
	Other variable remuneration		0	0	0	0	0	0	0	0
	Total		**825,000**	**46**	**1,083,333**	**46**	**600,000**	**44**	**520,000**	**40**
Miscellaneous										
Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act				**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total			**1,600,596**	**90**	**2,113,986**	**89**	**1,215,996**	**89**	**1,135,996**	**88**
Pension expense			187,500	10	250,000	11	150,000	11	150,000	12
Total remuneration			**1,788,096**		**2,363,986**		**1,365,996**		**1,285,996**	
Ratio of fixed to variable remuneration			**117%**		**118%**		**128%**		**147%**	

[1] The overall target achievement under the STI was capped at 130% due to the adjustment of the targets during the year.

3.10 “Remuneration granted and owed” in 2021 and 2022 (2)

			RALF DIETER Chief Executive Officer until December 31, 2021 Date of appointment: January 1, 2005			
€			2021	2021 (in %)	2022	2022 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)		1,000,000	39	–	–
	Fringe benefits (benefits in kind, advances toward insurance, etc.)		58,986	2	–	–
	Total		**1,058,986**	**42**	**–**	**–**
Performance-related components	One-year variable remuneration (STI)		1,250,000	49	–	–
	Multi-year variable remuneration (LTI)	LTI 2019–2021	0	0	–	–
		LTI 2020–2022	–	–	0	0
	Other variable remuneration		0	0	–	–
	Total		**1,250,000**	**49**	**–**	**–**
Miscellaneous						
Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act			**0**	**0**	**0**	**0**
Total			**2,308,986**	**91**	**–**	**–**
Pension expense			240,000	9	–	–
Total remuneration			**2,548,986**	**100**	**–**	**–**
Ratio of fixed to variable remuneration			**104%**		**–**	**–**

Remuneration as defined in the German Corporate Governance Code in the version dated February 7, 2017

In the interests of maximum transparency, Dürr AG voluntarily uses the table regarding remuneration 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 the section entitled “Remuneration granted and owed within the meaning of Section 162 of the German Stock Corporation Act”. The table of “Remuneration” as defined in the German Corporate Governance Code in the version dated February 7, 2017, shows the amounts allocated to the individual remuneration elements in 2022, i.e. the fixed remuneration and the targets for the variable remuneration components for 2022 and their relative shares (table 3.11).

3.11 Remuneration in 2021 and 2022
Remuneration as defined in the German Corporate Governance Code dated February 7, 2017 (1)

€			DR. JOCHEN WEYRAUCH Chief Executive Officer Date of appointment: January 1, 2017				DIETMAR HEINRICH Chief Financial Officer Date of appointment: August 1, 2020			
			2021	2021 (in %)	2022	2022 (in %)	2021	2021 (in %)	2022	2022 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)		750,000	35	1,000,000	33	600,000	37	600,000	37
	Fringe benefits (benefits in kind, advances toward insurance, etc.)		25,596	1	30,653	1	15,996	1	15,996	1
	Total		**775,596**	**36**	**1,030,653**	**34**	**615,996**	**38**	**615,996**	**38**
Performance-related components	One-year variable remuneration (STI)		550,000	26	833,333	28	400,000	25	400,000	25
	Multi-year variable remuneration (LTI)	LTI 2021–2023	625,000	29	-	0	450,000	0	–	0
		LTI 2022–2024	–	0	900,000	30	–	0	450,000	28
	Other variable remuneration		–	0	-	0	–	0	–	0
	Total		**1,175,000**	**55**	**1,733,333**	**58**	**850,000**	**53**	**850,000**	**53**
Total			**1,950,596**	**91**	**2,763,986**	**92**	**1,465,996**	**91**	**1,465,996**	**91**
Pension expense			187,500	9	250,000	8	150,000	9	150,000	9
Total remuneration			**2,138,096**		**3,013,986**		**1,615,996**		**1,615,996**	
Ratio of fixed to variable remuneration			**82%**		**74%**		**90%**		**90%**	

3.11 Remuneration as defined in the German Corporate Governance Code dated February 7, 2017 (2)

€			RALF DIETER Chief Executive Officer until December 31, 2021 Date of appointment: January 1, 2005			
			2021	2021 (in %)	2022	2022 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)		1,000,000	33	–	–
	Fringe benefits (benefits in kind, advances toward insurance, etc.)		58,986	2	–	–
	Total		**1,058,986**	**35**	**–**	**–**
Performance-related components	One-year variable remuneration (STI)		833,333	27	–	–
	Multi-year variable remuneration (LTI)	LTI 2021–2023	900,000	30	–	–
		LTI 2022–2024	–	0	–	–
	Other variable remuneration		–	0	–	–
	Total		**1,733,333**	**57**	**–**	**–**
Total			**2,792,319**	**92**	**–**	**–**
Pension expense			240,000	8	–	–
Total remuneration			**3,032,319**		**–**	**–**
Ratio of fixed to variable remuneration			**75%**		–	

Percentage distribution of remuneration components

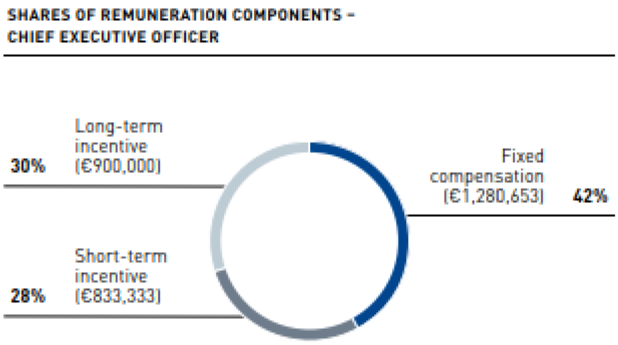
The Supervisory Board determines the target amounts for the variable remuneration components for each fiscal year. To this end, it adopts resolutions on the basis of the earnings determined for earlier years as part of budgeting activities for the following year and strategic planning for the years thereafter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

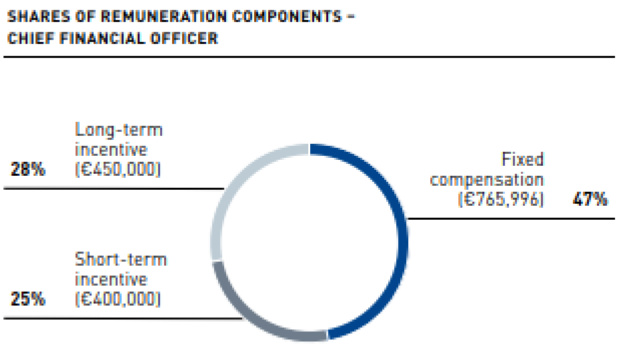
In the case of the Chief Executive Officer, the share of fixed remuneration (fixed annual salary, pension expense, and fringe benefits) equaled approximately 42% of his total target remuneration and the share of variable remuneration was approximately 58% of his total target remuneration for 2022. In the case of the Chief Financial Officer, the share of fixed remuneration was approximately 47% of his total target remuneration and the share of variable remuneration was approximately 53% of his total target remuneration.

With respect to the remuneration granted and owed, the share of the Chief Executive Officer's fixed remuneration (fixed annual salary, pension expense and fringe benefits) was approximately 54% of his total remuneration and the share of variable remuneration approximately 46% of his total remuneration for2022. In the case of the Chief Financial Officer, the share of fixed remuneration was approximately 60% of his total remuneration and the share of variable remuneration was approximately 40% 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 2022 fiscal year are shown in figure 3.12.In the case of 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. In the case of the Chief Financial Officer, the share of the STI (target amount) in his variable target total remuneration stood at approximately 47% and the share of the LTI (target amount) accounted for approximately 53% of his variable target total remuneration.

3.12 Percentage shares of the remuneration components (target remuneration)





Comparison of annual changes in the remuneration of the Board of Management
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. In addition, the Supervisory Board has thoroughly reviewed the remuneration of the members of the Board of Management in comparison to that of senior managers and the workforce with a view to ensuring that the long-term average remuneration of the members of the Board of Management does not increase more quickly than the remuneration paid to 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 fully support the strategic orientation and management of Dürr AG and its companies.

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 the employees compared with the previous year. In addition, the average personnel expenses are indicated by reference to the ratio of the Dürr Group’s total personnel expenses to the number of employees worldwide. 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 interests of comparability.

Earnings are presented on the basis of the Dürr Group’s EBIT (earnings before interest and taxes). They are also presented on the basis of Dürr AG’s net profit for the year for formal reasons. However, Dürr AG’s individual financial statements are of secondary importance for the management of the Group.

3.13 Comparison of the annual change in the remuneration of the Board of Management with earnings performance and employee salaries over time

Annual change	Percentage change in 2022 over 2021	Percentage change in 2021 over 2020	Percentage change in 2020 over 2019	Percentage change in 2019 over 2018	Percentage change in 2018 over 2017
REMUNERATION OF THE BOARD OF MANAGEMENT					
Dr. Jochen Weyrauch (Chief Executive Officer from January 1, 2022)	+32.2%	+51.1%	–9.7%	–19.5%	+10.0%
Dietmar Heinrich (from August 1, 2020)	–5.9%	+53.4%	–	–	–
Ralf W. Dieter (date of appointment: January 1, 2005, date of withdrawal: December 31, 2021)	–	+14.9%	–33.3%	–14.3%	–9.6%
Pekka Paasivaara[1] (date of appointment: January 1, 2019, date of withdrawal: December 31, 2020)	–	–	+284.8%	–	–
Carlo Crosetto[2] (date of appointment: March 1, 2017, date of withdrawal: February 29, 2020)	–	–	–38.0%	+17.6%	–13.9%
BUSINESS PERFORMANCE OF THE DÜRR GROUP					
EBIT (IFRS financial statements)	17%	+1,480%	–94%	–16%	–19%
Net profit for Dürr AG (annual financial statements of Dürr AG under German GAAP)	–23%	+478%	–171%	–60%	–28%
AVERAGE SALARIES OF EMPLOYEES OVER TIME					
Salaries of all employees (global) over time	+8.1%	+0.7%	–4.9%	+2.9%	+0.5%
Average personnel expenses (global) in € k[3]	2022: 71	2021: 66	2020: 65	2019: 68	2018: 67

[1] Including remuneration from residual terms of the service contracts between the relevant member of the Board of Management and Dürr AG as well as HOMAG Group AG.
[2] Benefits received under all ongoing LTI tranches upon the termination of the Board of Management service contract in 2019.
[3] Average personnel expenses of the Dürr Group, adjusted for acquisition-related extraordinary effects (2018 and 2019: acquisition of Megtec/Universal; 2020: acquisition of HOMAG China Golden Field and System TM A/S), and personnel expenses of the Board of Management of Dürr AG.

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 in 2022 in connection with the contract renewal for Chief Financial Officer Dietmar Heinrich. This involved a comparison of the (planned) remuneration with the current market practices of comparable companies (MDAX and defined peer group). The Supervisory Board came to the conclusion that the amount of the remuneration is appropriate within the meaning of Section 87 (1) of the German Stock Corporation Act. The Supervisory Board regularly also relies on external advice to assess the appropriateness of the remuneration of the Board of Management and any retirement benefits. Particular attention is paid here to the independence of the external remuneration experts. 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 are 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). This peer group is made up of German and Austrian companies, particularly mechanical and plant engineering companies as well

as automotive suppliers, engineering service providers, and manufacturers of commercial vehicles. As well as this, a further comparison is made with all companies listed in the MDAX. 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 toward 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 by a total of five years, as permitted by law. Following his appointment as new Chief Executive Officer, Dr. Weyrauch received a contract with a term from January 1, 2022, until December 31, 2026. Dürr AG's Supervisory Board renewed until September 30, 2026, the contract with Mr. Heinrich, which was originally due to expire on July 31, 2023. In this connection, Mr. Heinrich's remuneration was restructured effective August 1, 2023. Following the renewal of three years and two months, Mr. Heinrich's appointment will terminate when he reaches the age limit of 63 years in accordance with the rules adopted by the Supervisory Board for members of the Board of Management. The new remuneration applicable from August 1, 2023, is shown in table 3.14. Please also note the information provided in "Disclosures pursuant to Sections 289a and 315a of the German Commercial Code" in the combined management report.

3.14 Remuneration of Mr. Dietmar Heinrich from August 1, 2023

		DIETMAR HEINRICH Chief Financial Officer Date of appointment: August 1, 2020			
€		2022	2022 (in %)	2023[1]	2023 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)	600,000	37	640,000	36
	Fringe benefits (benefits in kind, advances toward insurance, etc.)	15,996	1	15,996[2]	1
	Total	**615,996**	**38**	**655,996**	**37**
Performance-related components	One-year variable remuneration (STI)	400,000	25	470,000	27
	Multi-year variable remuneration (LTI)	450,000	28	480,000	27
	Total	**850,000**	**53**	**950,000**	**54**
Total		**1,465,996**	**91**	**1,605,996**	**91**
Pension expense		150,000	9	160,000	9
Total remuneration		**1,615,996**		**1,765,996**	
Ratio of fixed to variable remuneration		**90%**		**86%**	

[1] The information for 2023 refers to the target remuneration under the service contract from August 1, 2023.
[2] Assumption: the same non-cash benefits as in 2022 (€396).

Outlook for the remuneration system in 2023
Following a market analysis, the Supervisory Board of Dürr AG considers it necessary to review and adjust the structure of the short-term (STI) and long-term (LTI) components within the current remuneration system of the Board of Management. The current remuneration system contains a sustainability component that is solely short-term. In addition, the current, variable remuneration is very volatile in the event of major external market dislocations and relatively quickly causes unreasonably large deviations from the target remuneration. This may be inconsistent with the additional performance demands resulting from the prevailing situation, especially in critical,

economic situations. The new remuneration system should reflect the heightened importance of sustainability to a greater extent in the long term as well. At the same time, greater allowance is to be made for suggestions from investors and voting rights advisors. The current remuneration system is compared with the systems of other listed companies and aligned with common, established models. The amount of the target remuneration of the Board of Management of Dürr AG is not to be adjusted as a result of this realignment but reviewed in the course of 2023.

Remuneration of the Supervisory Board

Remuneration system for the Supervisory Board in 2022

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 checks 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 reviewed and confirmed in 2022.

In response to new regulatory requirements and court decisions on the treatment of the remuneration for the Supervisory Board for the purposes of value added tax, the system for the remuneration of the Supervisory Board was modified with effect from January 1, 2022. By reducing the fixed remuneration while increasing the attendance fee, the total remuneration was linked more closely to the time required for preparing and attending meetings. At the same time, care was taken to ensure that the committees' increasingly demanding activities are generally remunerated at a slightly higher rate than before. In addition, the remuneration structure was modified to allow for the new rules with respect to value added tax: The new system ensures that the variable remuneration for all members of the Supervisory Board exceeds the threshold of 10% of their respective total remuneration. As a result, all members are still considered to be self-employed or to engage in entrepreneurial activities. The total remuneration of the Supervisory Board increased moderately by an average of 5.4% due to the adjustment according to a model calculation based on the usual number of meetings. The revised remuneration system for the members of the Supervisory Board was approved by a majority of 98.80% of the votes cast at the annual general meeting on May 13, 2022, in accordance with Section 113 (3) of the German Stock Corporation Act.

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.

3.15 Components of the Supervisory Board remuneration

€						
PREVIOUS SYSTEM						
	Member		Deputy Chair		Chair	
Fixed remuneration	58,000		87,000		174,000	
	Audit Committee		Personnel Committee		Nominating Committee per session	
	Member	Chair	Member	Chair	Member	Chair
Committee remuneration	10,000	30,000	5,000	15,000	2,500	3,750
Attendance fee (except Nominating Committee)	Member			Chair		
	1,000			1,000 (€2,000 in the case of other committees)		
NEW SYSTEM FROM 2022						
	Member		Deputy Chair		Chair	
Fixed remuneration	56,000		84,000		168,000	
	Audit Committee		Personnel Committee		Nominating Committee per session	
	Member	Chair	Member	Chair	Member	Chair
Committee remuneration	9,000	27,000	5,000	15,000	2,500	3,750
Attendance fee (except Nominating Committee)	Member			Chair		
	2,000			3,000		

Remuneration for activities on the Supervisory Board

Each member of the Supervisory Board receives a fixed remuneration of €56,000 per year. The Chair of the Supervisory Board receives three times the aforementioned amount of fixed remuneration paid to an ordinary member of the Supervisory Board and the Deputy Chair and the second Deputy Chair receive one-and-half times the aforementioned amount.

Remuneration for activities on a Supervisory Board committee

The remuneration paid to the members of the Audit Committee is €9,000 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 Personnel Committee and the Audit Committee currently do not have any Deputy Chairs). 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.

Due date and time-proportionate payment

The entire remuneration, including the attendance fees, is due for payment once a year after the date of the annual general meeting of the following fiscal year. If a person is only temporarily a member of the Supervisory Board or a committee during a given year, the remuneration is reduced on a time-proportionate basis rounded to the next full month.

Attendance fee

Members receive an attendance fee of €2,000 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 Chair receives an attendance fee of €3,000.

Fringe benefits

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. The existing D&O insurance, which is valid throughout the Group, also covers the members of the Supervisory Board. The premium for the entire policy is paid for by the company.

3.16 “Remuneration granted and owed” in accordance with section 162 (1), sentence 1 of the German Stock Corporation Act

€	Year	Fixed Remuneration	Remuneration for Committee activities	Attendance fee	Total
Gerhard Federer[1] Chair Personnel Committee/Executive Committee (Chair) Audit Committee (from September 29, 2021) Mediation Committee (Chair) Nominating Committee (Chair)	**2022**	**198,000**	**33,750**	**78,000**	**309,750**
	2021	204,000	33,250	54,000	291,250
Hayo Raich[1, 3] Deputy Chair Personnel Committee/Executive Committee (Deputy Chair) Mediation Committee (Deputy Chair)	**2022**	**87,000**	**5,000**	**26,600**	**118,600**
	2021	90,000	5,000	10,900	105,900
Richard Bauer (Second Deputy Chair) Personnel Committee/Executive Committee Mediation Committee Nominating Committee	**2022**	**84,000**	**5,000**	**28,000**	**117,000**
	2021	87,000	7,500	10,000	104,500
Mirko Becker[3] Audit Committee	**2022**	**56,000**	**9,000**	**22,000**	**87,000**
	2021	58,000	10,000	13,000	81,000
Dr. Rolf Breidenbach	**2022**	**56,000**	**–**	**16,000**	**72,000**
	2021	58,000	–	7,000	65,000
Prof. Dr. Dr. Alexandra Dürr Audit Committee Nominating Committee	**2022**	**56,000**	**11,500**	**18,000**	**85,500**
	2021	58,000	12,500	12,000	82,500
Carmen Hettich-Günther[1, 3] Mediation Committee	**2022**	**76,000**	**10,500**	**33,000**	**119,500**
	2021	78,000	13,500	30,000	121,500
Thomas Hohmann Audit Committee (from September 29, 2021)	**2022**	**56,000**	**9,000**	**22,000**	**87,000**
	2021	58,000	2,500	9,000	69,500
Dr. Anja Schuler[1]	**2022**	**66,000**	**3,000**	**24,000**	**93,000**
	2021	68,000	6,000	21,000	95,000
Dr. Martin Schwarz-Kocher[3] Audit Committee	**2022**	**56,000**	**9,000**	**22,000**	**87,000**
	2021	58,000	10,000	13,000	81,000
Dr. Astrid Ziegler[3] Personnel Committee/Executive Committee	**2022**	**56,000**	**5,000**	**28,000**	**89,000**
	2021	58,000	5,000	10,000	73,000
Arnd Zinnhardt[2] Audit Committee (Chair)	**2022**	**56,000**	**27,000**	**25,000**	**108,000**
	2021	58,000	30,000	13,000	101,000
Total	**2022**	**903,000**	**127,750**	**342,600**	**1,373,350**
	2021	933,000	135,250	202,900	1,271,150

[1] Also a member of the Supervisory Board of Dürr Systems AG/HOMAG Group AG and HOMAG GmbH; corresponding remuneration components are included.
[2] In addition, remuneration of €93,000 was paid for consultancy services provided to iTAC Software AG under a consulting agreement.
[3] These employee representatives have undertaken to relinquish their remuneration to the Hans Böckler Foundation in accordance with the guidelines of the German Trade Union Confederation (Deutscher Gewerkschaftsbund).

Comparison of annual changes in the remuneration of the Supervisory Board

Table 3.17 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 the employees compared with the previous year. In addition, the average personnel expenses are indicated by reference to the ratio of the Dürr Group’s total personnel expenses to the number of employees worldwide. The remuneration granted and owed in the respective fiscal year was used as the basis for identifying the change in the remuneration of the members of the Supervisory Board.

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 interests of comparability. Table 3.18 also shows the distribution of the remuneration of the Supervisory Board by mandate and the changes in the index for the remuneration of the Supervisory Board compared to the collective bargaining index.

Earnings are presented on the basis of the Dürr Group's EBIT (earnings before interest and taxes). They are also presented on the basis of Dürr AG's net profit for the year for formal reasons. However, the annual financial statements of Dürr AG are of secondary importance for the management of the Group.

3.17 Comparison of the annual change in the remuneration of the Supervisory Board with earnings performance and employee salaries over time

Percentage change	2022 over 2021	2021 over 2020	2020 over 2019	2019 over 2018	2018 over 2017	2017 over 2016
CHANGE IN SUPERVISORY BOARD REMUNERATION						
Gerhard Federer[1,2] Chair of the Supervisory Board from May 28, 2020 Audit Committee: Chair from May 4, 2016 to May 28, 2020 Audit Committee: Member from September 29, 2021 Personnel Committee: Chair from May 28, 2020 Nominating Committee: Chair from May 28, 2020	+6%	+62%	+20%	+15%	+2%	+1%
Karl-Heinz Streibich Chair of the Supervisory Board from January 1, 2018 to May 28, 2020 Personnel Committee: Chair from January 1, 2018 to May 28, 2020 (previously member) Nominating Committee: Chair from January 1, 2018 to May 28, 2020 (previously member)	–	–	−16%	0%	+71%	+3%
Hayo Raich[1] Deputy Chair of the Supervisory Board Personnel Committee: Member	+12%	+28%	−17%	−2%	−5%	−1%
Richard Bauer Additional Deputy Chair of the Supervisory Board Personnel Committee: Member from January 1, 2018 Nominating Committee: Member from January 1, 2018	+12%	+23%	−8%	−4%	+61%	–
Mirko Becker Audit Committee: Member	+7%	+27%	−14%	−1%	−7%	+1%
Dr. Rolf Breidenbach	+11%	+33%	−18%	−4%	–	–
Prof. Dr. Dr. Alexandra Dürr Audit Committee: Member Nomination Committee: Member	+4%	+21%	−7%	−2%	−11%	+3%
Carmen Hettich-Günther[1,3]	−2%	+16%	−21%	+3%	+3%	+39%
Thomas Hohmann Audit Committee: Member from September 29, 2021	+25%	+45%	−19%	−4%	−7%	0%
Dr. Anja Schuler[1]	−2%	+18%	−9%	+2%	−3%	+2%
Dr. Martin Schwarz-Kocher Audit Committee: Member	+7%	+31%	−17%	−1%	−7%	+1%
Dr. Astrid Ziegler Personnel Committee: Member from May 4, 2016	+22%	+24%	−15%	−1%	−5%	+8%
Arnd Zinnhardt (from May 28, 2020) Audit Committee: Chairman from May 28, 2020	+7%	+19%	–	–	–	–
BUSINESS PERFORMANCE OF THE DÜRR GROUP						
EBIT (IFRS financial statements)	+17%	+1,480%	−94%	−16%	−19%	+6%
Net profit for Dürr AG (annual financial statements of Dürr AG under German GAAP)	−23%	+478%	−171%	−60%	−28%	+156%
AVERAGE SALARIES OF EMPLOYEES OVER TIME						
Salaries of all employees (global) over time	+8.1%	+0.7%	−4.9%	+2.9%	+0.5%	+0.5%
	2022	**2021**	**2020**	**2019**	**2018**	**2017**
Average personnel expenses (global) in € k[4]	71	66	65	68	67	66

[1] Also a member of the Supervisory Board of Dürr Systems AG/HOMAG Group AG and HOMAG GmbH.
[2] Chair of the Supervisory Board of HOMAG Group AG from January 1, 2021, previously second Deputy Chair of the Supervisory Board of HOMAG Group AG from May 15, 2018.
[3] Deputy Chair of the Supervisory Board of HOMAG Group AG from September 28, 2017.
[4] Average personnel expenses of the Dürr Group, adjusted for acquisition-related extraordinary effects (2018 and 2019: acquisition of Megtec/Universal; 2020: acquisition of HOMAG China Golden Field and System TM A/S), and personnel expenses of the Board of Management of Dürr AG.

3.18 Comparison of the annual change in the remuneration of the Supervisory Board with the collective bargaining index in Germany over time

	2022	2021	2020	2019	2018	2017	2016
Total remuneration for Supervisory Board activities in domestic group companies (€ k)	1,373	1,271	1,002	1,161	1,150	1,220	1,214
Remuneration of the Supervisory Board of Dürr AG (€ k)	1,233	1,097	854	1,000	1,010	1,097	1,095
Dürr AG Supervisory Board remuneration index (2016 base year)	112.6	100.2	78.0	91.3	92.2	100.2	100.0
Collective bargaining index[1]	114.2	112.0	110.7	108.6	105.5	102.6	100.0

[1] Total economy, collective bargaining index – monthly earnings with special payments, Federal Statistical Office (Destatis), 2023.

Outlook for Supervisory Board remuneration in 2023

The remuneration system for the Supervisory Board was last revised in 2022. This remuneration system is to remain unchanged, although a further component is to be added.

At its meeting on October 5, 2022, the Supervisory Board amended its rules of procedure to allow the Supervisory Board to elect experts from among its own number to deal in depth with individual, complex matters (such as sustainability) that are particularly important for the Supervisory Board’s work, and to contribute their expertise to the Supervisory Board and its committees. Such expert is to receive additional remuneration for this activity.

For this reason, the remuneration system is to be supplemented and Article 15 of the Articles of Incorporation (remuneration of the Supervisory Board) amended accordingly.

Bietigheim-Bissingen, March 15, 2023

The Board of Management

For the Supervisory Board

Dr Jochen Weyrauch
CEO of Dürr AG

Dietmar Heinrich
CFO of Dürr AG

Gerhard Federer
Chair of the Supervisory Board of Dürr AG

AUDITOR'S REPORT

To Dürr Aktiengesellschaft, Stuttgart

We have audited the accompanying Remuneration Report of Dürr Aktiengesellschaft, Stuttgart ("the Company") for the reporting period from January 1 to December 31, 2022, including the related disclosures, which has been prepared to comply with Section 162 of the German Stock Corporation Act (AktG).

Responsibility of the executive directors and the Supervisory Board
The executive directors and the Supervisory Board of Dürr Aktiengesellschaft, Stuttgart, are responsible for preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the Supervisory Board are also responsible for such internal control as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditors responsibilities
Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). T These Standards require that we fulfill the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the remuneration report, including the related disclosures. The choice of assurance work is subject to the auditor’s professional judgment. This includes assessing the risk of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the remuneration report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company’s system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the Supervisory Board as well as an evaluation of the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion
In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the reporting period from January 1 to December 31, 2022, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

Other matters - Formal audit of the remuneration report
The content audit of the remuneration report described in this report of the independent auditor comprises the formal audit required under Section 162 (3) AktG including the issuance of a report of the independent auditor on this audit. Since our audit opinion on the content audit is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the remuneration report.

Intended use of the audit report of the independent auditor
We issue this report of the independent auditor as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report of the independent auditor is solely intended to inform the Company about the result of the audit.

Liability
This report of the independent auditor is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Dürr Aktiengesellschaft, Stuttgart/Germany, and our liability is also governed by the engagement letter dated August 31 and December 14, 2022, agreed with the Company as well as the “General Engagement Terms for German Public Auditors and Public Audit Firms” (Allgemeinen Auftragsbedingungen für Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften - AAB) promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated January 1, 2017. However, we do not accept or assume liability to third parties.

Stuttgart, March 15, 2023

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Jan Bühler	Anja Lustig
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

V. Remuneration system for the members of the Board of Management

Preamble and changes to the remuneration system of Dürr Aktiengesellschaft in brief

The Supervisory Board of Dürr Aktiengesellschaft has adopted the following system of remuneration for the members of the Board of Management of Dürr Aktiengesellschaft with effect from January 1, 2023, subject to approval by the Annual General Meeting 2023. The Supervisory Board of Dürr Aktiengesellschaft considered it necessary to review the current remuneration system of the Board of Management with regard to the structure of short-term (STI) and long-term (LTI) remuneration and to adjust it following a market analysis. The previous remuneration system included a sustainability component that was exclusively designed to be short-term. In addition, the variable remuneration became highly volatile during major, external market disruptions and led relatively quickly to disproportionately large deviations from the target remuneration, which was counterproductive for the increased performance needs specifically in critical economic situations. The new remuneration system is intended provide a stronger and more long-term indication of the great importance of sustainable economic management for Dürr Aktiengesellschaft. At the same time, suggestions from investors and proxy advisers have been given even greater weight. In developing the new system, the old remuneration system was compared with current systems used by other listed companies and brought into line with the most common, established models. This alignment with market practice requires an adjustment to be made to the maximum remuneration of the Board of Management. It should be emphasized that the amount of the target remuneration for the Board of Management of Dürr Aktiengesellschaft has not been adjusted as part of the realignment.

The remuneration system will, subject to its approval by the Annual General Meeting 2023, apply to all current service contracts with members of the Board of Management of Dürr Aktiengesellschaft to be newly concluded and, if necessary, to be adjusted with effect from the beginning of the financial year, and to contract extensions.

The Remuneration System in Detail

A. Stipulation of maximum remuneration (Section 87a (1) sentence 2 no. 1 German Stock Corporation Act - AktG)

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

The maximum remuneration for the Chief Executive Officer (CEO) is € 5,500,000 and for each of the ordinary members of the Board of Management € 2,900,000. If the total remuneration calculated for a financial year exceeds the maximum remuneration, the amount paid out from the long-term incentive (LTI) is sufficiently reduced so that the maximum remuneration is complied with. The Supervisory Board can, if necessary, duly decide at its discretion to reduce other remuneration components.

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

B. Contribution made by remuneration in promoting the business strategy and long-term development of Dürr Aktiengesellschaft (Section 87a (1) sentence 2 no. 2 German Stock Corporation Act - AktG)

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

This is achieved through profitability (through operating EBIT margin), corporate value and corporate development (through free cash flow, total shareholder return (TSR), share price and strategy targets) and environmental and social sustainability (through ESG targets).

The financial and non-financial metrics used relate to varying but, often, multi-year periods in order to support the Company’s strategic success over the long term. A particular priority here is to align the remuneration paid to the members of the Board of Management as far as possible with shareholders’ interests and expectations.

C. Overview of all fixed and variable remuneration components and their respective relative share of remuneration (Section 87a (1) sentence 2 no. 3 German Stock Corporation Act - AktG) as well as performance criteria for granting variable remuneration components (Section 87a (1) sentence 2 no. 4 German Stock Corporation Act - AktG)

The modified system of remuneration for the members of the Board of Management of Dürr Aktiengesellschaft is composed of fixed and variable components. Fixed non-performance-related remuneration comprises the fixed annual salary, occupational pension schemes and fringe benefits. Variable performance-related remuneration comprises the short-term incentive (STI) and the long-term incentive (LTI).
The proportion of variable remuneration components exceeds the proportion of fixed remuneration components as a share of both total target remuneration and maximum remuneration. At the same time, the LTI exceeds the STI as a proportion of total remuneration. This applies to both the total target remuneration and the maximum remuneration.

i. Determining the total target remuneration and the proportion of remuneration components as a share of total target remuneration

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

In the case of the CEO, the proportion of fixed remuneration (fixed annual salary, cost of occupational pension schemes and fringe benefits) accounts for approximately 42% of total target remuneration for the 2023 financial year, while the proportion of variable remuneration accounts for roughly 58% of total target remuneration. In the case of the Chief Financial Officer (CFO), the proportion of fixed remuneration accounts for around 47% of total target remuneration and the proportion of variable remuneration accounts for roughly 53% of total target remuneration.

The relative level of fixed remuneration, short-term incentive (target amount) and long-term incentive (target amount) as a proportion of the total target remuneration for the 2023 financial year are presented in Figure 1.

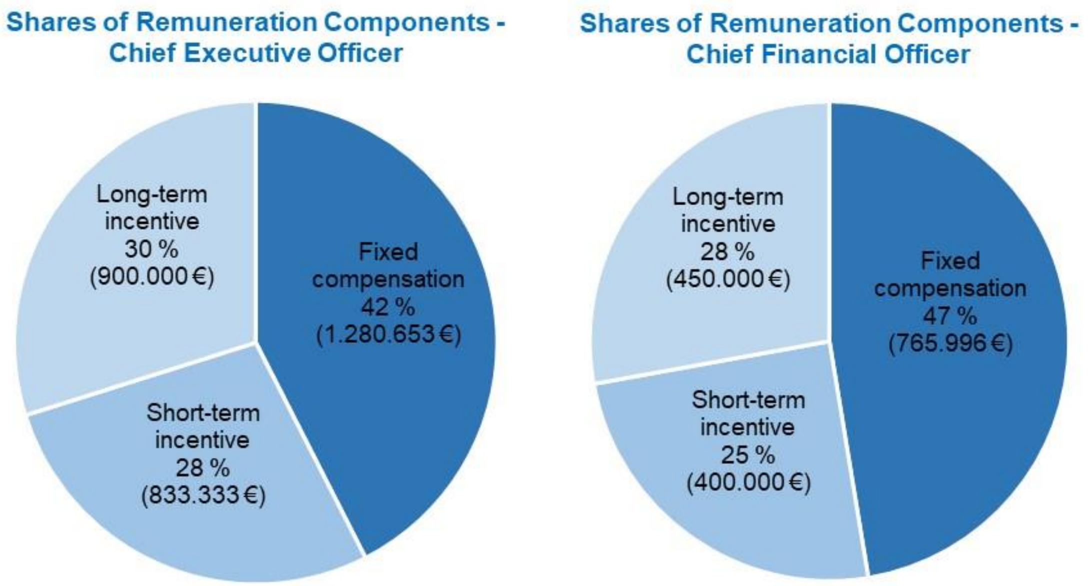


Figure 1

In the case of the CEO, the short-term incentive (target amount) as a proportion of total target remuneration is thus around 48%, the long-term incentive (target amount) is roughly 52% as a proportion of variable total target remuneration. In the case of the CFO, the short-term incentive (target amount) as a proportion of total target remuneration is thus around 47%, the long-term incentive (target amount) is roughly 53% as a proportion of variable total target remuneration.

ii. Fixed remuneration components

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

a. Fixed annual salary

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

b. Occupational pension schemes

As part of the Dürr Group pension program ("Dürr pension plan"), the members of the Board of Management receive an employer-funded pension contribution amounting to 25% of the fixed annual salary.

c. Fringe benefits

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

iii. Variable remuneration components

Variable remuneration is composed of the short-term incentive (STI) and the long-term incentive (LTI), which create an appropriate system of incentives to implement the corporate strategy and ensure sustainable performance and growth over the long term. The remuneration model devised by the Supervisory Board offers a high degree of transparency by linking the success variables to clearly defined indicators for earnings, performance and sustainable development. Dürr Aktiengesellschaft's sustainable business strategy and its social and environmental responsibility are also reflected here in its ESG targets.

Variable remuneration is determined by the functions and the strategic and operational responsibilities of the members of the Board of Management and by the Company’s short-term and long-term financial results. The long-term incentive for both target remuneration and maximum remuneration exceeds the short-term incentive remuneration.

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

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

a. Short-term incentive (STI)

The short-term variable remuneration paid to the members of the Board of Management is a performance-related bonus based on financial and non-financial results for the financial year concerned. 40% of this bonus for the 2023 financial year comes from operating EBIT margin, 30% from free cash flow (FCF), 15% from ESG targets and 15% from strategy targets (see also Figure 2). The Supervisory Board has the option to vary the number of ESG and/or strategy targets in the STI. The ESG targets can either be set collectively for the entire Board of Management or individually for each member. The greater weight placed on ESG and strategy targets as a result of the revision of the remuneration system ensures that the stronger focus of the new remuneration system, on the implementation of corporate strategy and a sustainable development and increase in value, is also taken into account in the STI.

The basis for calculating the operating EBIT margin is earnings before interest, income tax and income from investments (EBIT). EBIT is adjusted for unplanned extraordinary effects such as the effects of acquisitions, restructuring and other significant extraordinary items, and is set in relation to the Dürr Group's sales, which is also adjusted accordingly. These one-off effects are disclosed in the management report.. Applying the Dürr Group's EBIT margin means that the Company's financial performance and profitability is taken into account in the remuneration paid to the Board of Management and therefore supports one of the most important corporate strategic objectives.

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

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

Strategic target(s) refers to the focus targets/themes for the respective business year. As with the ESG targets, the Supervisory Board sets the number of targets, performance criteria and performance measurement methods for each member of the Board of Management, before the beginning of each financial year. Here too, the overall target achievement for strategic targets is calculated based on the average target achievement of the individual performance criteria.

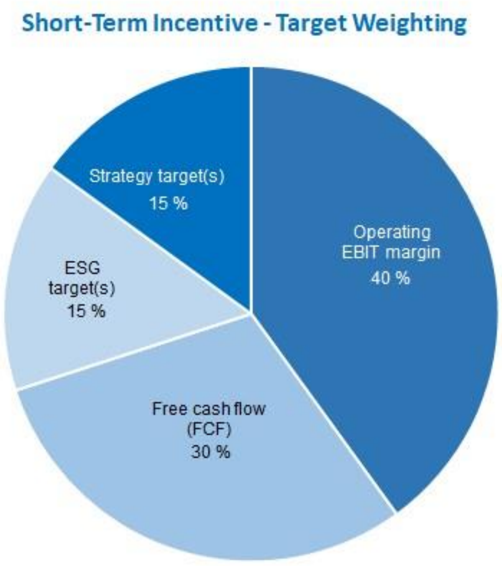


Figure 2

Before the beginning of each financial year the Supervisory Board sets the individual targets (“target values”) and, in each case, the values for the minimum (“threshold value”) and maximum (“maximum value”) target achievement rate. The respective target achievement is 0% if it is at or below the minimum threshold, 200% if it is at or above the maximum threshold, and 100% when the target is reached. Target achievement is interpolated on a straight-line basis between the minimum threshold and the target and between the target and the maximum threshold.

Target achievement is determined by the Supervisory Board after the end of the corresponding financial year. STI target achievement is determined based on the respective target achievement of the operating EBIT margin, FCF, ESG targets and the strategy target, and by applying the specified weighting for these targets. The amount paid out equals the target amount multiplied by target achievement (see Figure 3). The amount accruing for the STI is paid out in May and is capped at 200% of the target amount (“payout cap”).

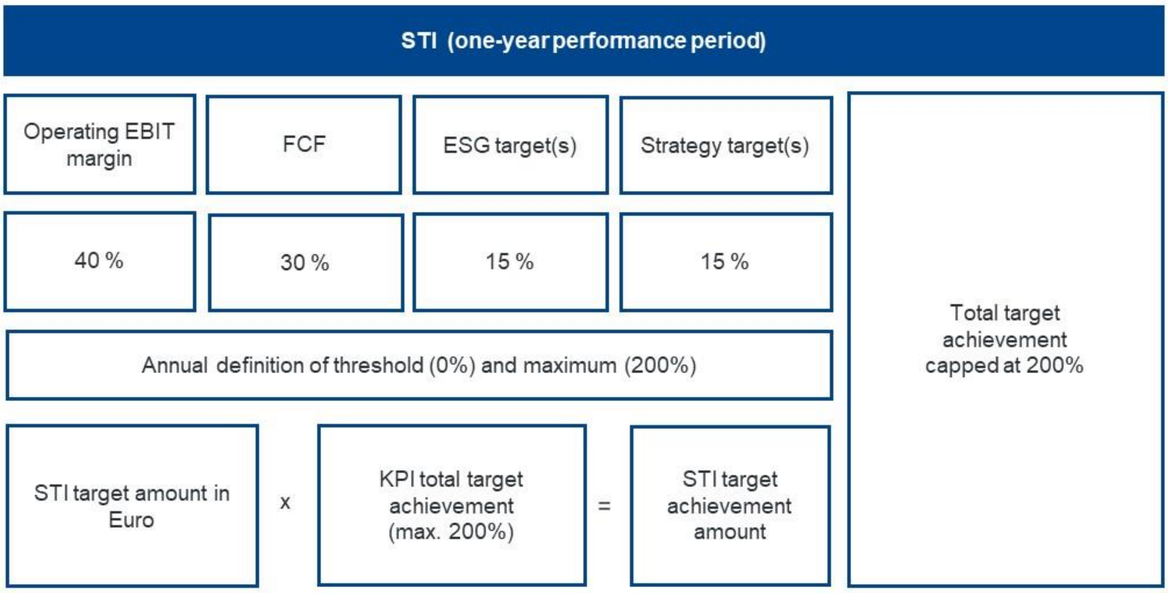


Figure 3

If the service contract begins or ends during the course of a financial year, the amount paid out will be reduced pro rata temporis in proportion to the financial year. All entitlements arising from the short-term incentive during a financial year will be forfeited without any right to compensation if the service contract of a member of the Board of Management is terminated by the Company for cause without notice in accordance with Section 626 of the German Civil Code (BGB).

b. Long-term incentive (LTI)

The long-term variable remuneration for the members of the Board of Management in the form of a performance share plan is geared towards the Company's sustainable growth.
The relevant performance indicators for calculating the LTI payout amount are:

a) the performance of the Dürr share price between the grant and the payment of the LTI,
b) the average operating EBIT margin for the three financial years from the year of award,
c) the total shareholder return (TSR) relative to a defined peer group, and
d) the achievement of the defined ESG target during the three financial years.

The Supervisory Board has the option to vary the number of ESG targets in the LTI.

The operating EBIT margin is defined as the ratio of operating EBIT to adjusted sales of the Dürr Group (see a. – Short-Term Incentive). It enhances the Company's long-term financial performance and profitability, thereby supporting the continuous implementation of its corporate strategy.

In determining the TSR, i.e. the return on shares including dividend payments during the three financial years, the TSR of Dürr Aktiengesellschaft is set in relation to the TSR of a defined peer group consisting of German and Austrian companies, particularly in the mechanical and plant engineering sector, automotive suppliers, engineering service providers and manufacturers of commercial vehicles. Considering share price performance and the TSR emphasizes the focus on the long-term performance of the company. The ESG target promotes the sustainable business strategy and the social and environmental responsibility of the Dürr Group.

On the date that the annually launched LTI tranches are awarded, the target amount for the LTI per member of the Board of Management is converted into performance shares of the Company based on the initial reference price of Dürr shares, and these shares are then allocated to the respective members of the Board of Management as a calculation variable. The initial reference share price is determined by the average calculated closing price of Dürr shares over the last 30 trading days prior to December 31 of a financial year.

The LTI is paid out in cash after the three-year period has expired and the subsequent annual general meeting, at which the annual financial statements of Dürr Aktiengesellschaft for the previous financial year are presented, has taken place. In order to calculate the amount to be paid out, the number of performance shares held is multiplied by the KPI multiplier and the average calculated closing price of Dürr shares over the 30 days prior to the annual general meeting (see Figure 4).

Before the beginning of a tranche, the Supervisory Board sets the target for the average EBIT margin (“target value”) and the values for minimum (“threshold value”) and maximum (“maximum value”) target achievement. The respective target achievement is 0% if it is at or below the minimum threshold, 200% if it is at or above the maximum threshold, and 100% when the target is reached. Target achievement is interpolated on a straight-line basis between the minimum threshold and the target and between the target and the maximum threshold.

Target achievement of the TSR has fixed thresholds. With a deviation of minus 25 percentage points from the TSR of the defined peer group, target achievement is 0%. If the TSR of the comparison group is achieved, the target achievement is 100%. If the TSR of the comparison group is exceeded by 25 percentage points, the maximum target achievement value of 200% is achieved. Target achievement is interpolated on a straight-line basis between the minimum threshold and the target and between the target and the maximum threshold.

The KPI overall target achievement is 0% if target achievement is below or at the threshold value, 200% if target achievement is above the maximum value and 100% if the target value is achieved.

The KPI overall target achievement is capped at 200%. The amount paid out for the long-term incentive is capped at 200% of the LTI target amount (pay-out cap).

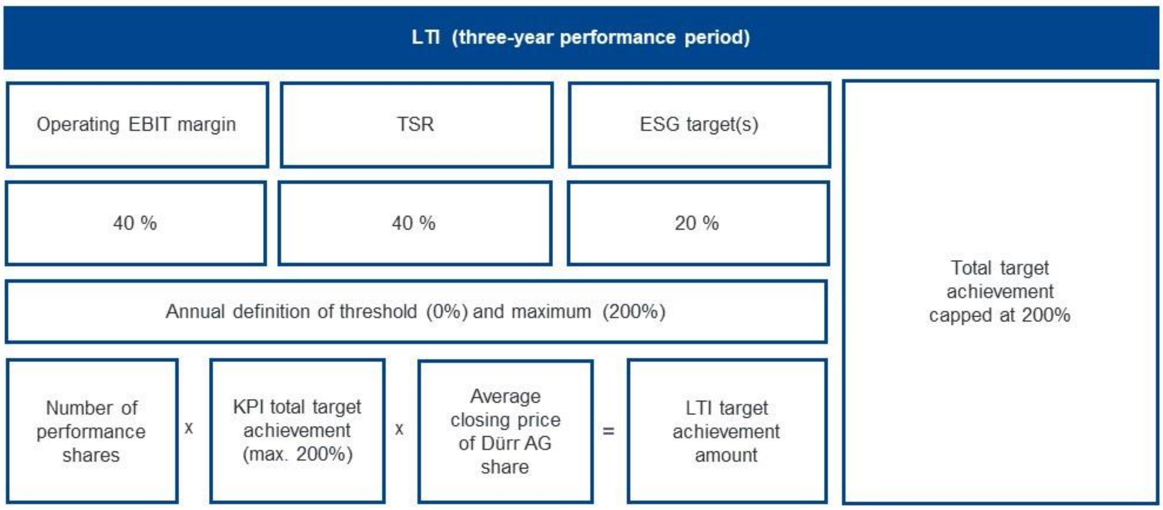


Figure 4

All entitlements arising from the long-term incentive will be forfeited without any right to compensation if the service contract of a member of the Board of

Management is terminated for cause without notice before the LTI is paid out, the appointment as a member of the Board of Management is revoked for cause before the LTI is paid out owing to a gross dereliction of duty within the meaning of Section 84 (3) sentence 2 German Stock Corporation Act (AktG) or, once the period of appointment has expired but before the LTI is paid out, an extension of this appointment is refused for cause for which the member of the Board of Management is responsible within the meaning of Section 626 (1) German Civil Code (BGB), or the member of the Board of Management resigns his or her position before the LTI is paid out or he or she terminates the service contract, unless the member of the Board of Management has an important reason for resigning his or her position and/or for terminating the service contract.

iv. Share ownership guidelines

Once an initial three-year period has elapsed, the members of the Board of Management are each contractually obliged to continuously hold 12,500 Dürr shares throughout their term of office.

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

D. The Company’s ability to claw back variable remuneration components (Section 87a (1) sentence 2 no. 6 German Stock Corporation Act - AktG)

The Company is duly entitled at its discretion to adjust and recover the amounts paid out in the form of variable remuneration if the audited consolidated annual financial statements and/or the basis for setting other targets on which the calculation of variable remuneration is based have to be corrected retrospectively because they prove to be objectively flawed and this error has led to a miscalculation of the variable remuneration.

The Company’s claw-back amount corresponds to the difference between the amounts actually paid out by the Company and the amounts that should have been paid out according to the rules on variable remuneration and taking account of the corrected basis of calculation.

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

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

E. Share-based remuneration (Section 87a (1) sentence 2 no. 7 German Stock Corporation Act - AktG)

The LTI is awarded as a share-based payment. Details of the relevant time periods and conditions applicable to the LTI can be found in the description of remuneration components under section C.iii.b. In addition, members of the Board of Management are obliged to hold shares in the Company during their term of office. Details of the accompanying share ownership guidelines can be found in section C.iv.

F. Remuneration-related legal transactions (Section 87a (1) sentence 2 no. 8 German Stock Corporation Act - AktG)

i. Time periods and preconditions for terminating remuneration-related legal transactions

Dr Weyrauch's Board of Management contract runs until December 31, 2026. Mr Heinrich’s Board of Management contract runs until July 31, 2023. The Supervisory Board of Dürr Aktiengesellschaft has extended Mr Heinrich’s Board of Management contract until September 30, 2026. Both service contracts end on expiry of the appointment. In the event of reappointment, Dr Weyrauch's service contract will remain in force unless the parties concerned agree alternative arrangements. The extension of Mr Heinrich's contract by three years and two months means that his appointment will end when he reaches 63 which is the age limit for members of the Board of Management set by the Supervisory Board. If the appointment as member of the Board of Management is terminated for good cause pursuant to Section 84 (3) German Stock Corporation Act (AktG), which also constitutes an important reason for immediate dismissal of the Board of Management member pursuant to Section 626 German Civil Code (BGB), the employment contract shall terminate automatically.

ii. Compensation granted in cases of dismissal

If a service contract is terminated without cause, any severance payment – including fringe benefits – granted to the respective member of the Board of Management is limited to the value of no more than two annual remunerations and, if the residual term of the service contract is less than two years, must not exceed the contractual remuneration for the residual term ("severance payment cap"). Calculations of the severance payment cap are generally based on the total remuneration paid for the previous financial year and, where appropriate, on the probable total remuneration to be paid for the current financial year.

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

iii. Main features of pension arrangements

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

G. Consideration given to the remuneration and employment conditions of members of staff when deciding on the remuneration system (Section 87a (1) sentence 2 no. 9 German Stock Corporation Act - AktG)

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

H. Procedures to decide on, implement and review the remuneration system (Section 87a (1) sentence 2 no. 10 German Stock Corporation Act - AktG)

The Supervisory Board decides on a clear and comprehensible system of remuneration for the members of the Board of Management. The Personnel Committee is responsible for preparing the Supervisory Board's decision and for regularly providing the Supervisory Board with all of the information that it needs in order to review the remuneration system. The Supervisory Board duly conducts a review of the remuneration system at its own discretion but no later than once every four years. The Supervisory Board reviews the amount of the salary at least every two years to ensure that it is appropriate. In doing so it conducts a market comparison and also takes account, in particular, of changes in the Company's environment, the general economic situation, the Company's strategy, changes and trends in national and international corporate governance standards, and changes in the remuneration and employment conditions of members of staff. Where necessary, the Supervisory Board avails itself of the services of external remuneration experts and other consultants. In doing so the Supervisory Board ensures that these external remuneration experts and consultants are independent of the Board of Management and takes precautions to avoid any conflicts of interest. If members of the Board of Management sit on the supervisory boards of companies within the Dürr Group, the remuneration they receive from these posts will be taken into account in their overall remuneration package. If members of the Board of Management hold supervisory board posts outside the Dürr Group, the Supervisory Board decides whether and, if so, to what extent the remuneration received from these should be taken into account.

The Supervisory Board submits its resolved remuneration system to the Annual General Meeting for approval whenever the system is materially modified, but at least once every four years. If the Annual General Meeting does not approve the system submitted to it, the Supervisory Board submits a revised remuneration system to the Annual General Meeting for approval no later than at the following Annual General Meeting. The new remuneration system has applied to all members of the Board of Management retroactively since the beginning of January 1, 2023. In order to implement this remuneration system, the Supervisory Board has agreed appropriate adjustments to service contracts with the existing members of the Board of Management on behalf of the Company and has decided on the target values for the 2023 financial year in line with this new remuneration system.

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

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

VI. 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 a position on 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 the Dürr Group.

This requirement is achieved by the new and improved system of remuneration proposed at and adopted by the Company's 2022 Annual General Meeting under agenda item 9, including the corresponding amendment of Article 15 of the Articles of Incorporation. The level and structure of the remuneration for the members of the Supervisory Board is in line with market rates when compared with the remuneration paid to supervisory board members in other MDAX companies (peer group comparison). The ever-increasing importance of the Supervisory Board's work, and the requirement for the Supervisory Board to build up particularly in-depth expertise in individual areas, has prompted the Supervisory Board, in the interests of the effective organization of its work, to seek ways in which to support individual members of the Supervisory Board in dealing in depth with individual topics, that are particularly complex and important for the work of the Supervisory Board, so that they can bring the expertise thereby acquired into the meetings of the Supervisory Board and its committees. As a result of these considerations, the Supervisory Board has decided that, in order to facilitate such topics, individual members of the Supervisory Board will be appointed as experts to deal more intensively and comprehensively with the topics assigned to them and contribute their expertise to the Supervisory Board and its committees. Sustainability (ESG - Environmental, Social, Governance) has been identified as the first area in which such an expert should be appointed due to its particular importance for the activities of the Supervisory Board, and Dr Anja Schuler was elected as sustainability expert with effect from January 1, 2023.

In view of the additional time demands and burden that this will place on the expert, the Board of Management and Supervisory Board consider additional remuneration for such experts to be appropriate. Therefore, whilst the remuneration system to be adopted for the Supervisory Board will otherwise remain the same as the one passed by the Annual General Meeting on May 13, 2022, it will be supplemented by a separate remuneration for experts and Article 15 of the Articles of Incorporation will be amended accordingly. At the same time, it should be made clear that members of the Supervisory Board may be included in a pecuniary loss liability insurance for members of executive bodies and specific employees, taken out in the interest of the company. The Articles of Incorporation will also be amended regarding this point.

a. Composition of remuneration

The remuneration paid to the members of the Supervisory Board is stipulated in Article 15 of the Articles of Incorporation. The members of the Supervisory Board receive a fixed remuneration, attendance fees, fringe benefits (consisting, among other things, of compensation for out-of-pocket expenses) and, if they serve on committees of the Supervisory Board, remuneration for such committee work. Experts elected by the Supervisory Board also receive additional remuneration.

aa) Remuneration for service on the Supervisory Board

A fixed remuneration of € 56,000 applies to members of the Supervisory Board; 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.

bb) Remuneration for service on a Supervisory Board committee, special remuneration for experts.
The members of the Audit Committee receive remuneration of € 9,000 per year, the members of the Personnel Committee € 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. The members of the Nomination Committee receive remuneration of € 2,500 per meeting, while the Chair is paid one-and-a-half times that amount. Experts appointed by the Supervisory Board from among its members to deal in depth with individual topics of particular importance and complexity for the work of the Supervisory Board receive additional remuneration in the amount of € 11,000 per year, starting as of January 1, 2023.

cc) Meeting attendance allowance
For meetings of the Supervisory Board, the Audit Committee and the Personnel Committee as well as any other committees of the Supervisory Board, including those formed on an ad hoc basis (with the exception of the Nomination Committee), the members receive an attendance fee of € 2,000 per meeting. The respective Chair of the Supervisory Board or committee receives an attendance fee of € 3,000 to take account of their additional workload.

dd) Incidentals (compensation for out-of-pocket expenses and value added tax)
The members of the Supervisory Board are 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. The existing D&O insurance for executives applicable Group-wide includes the members of the Supervisory Board. The premium for the entire policy is borne by the Company.

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 adequacy of 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, March 2023

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