



**Dürr Aktiengesellschaft**

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

– Securities Identification Code (WKN) 556 520 –  
– ISINDE0005565204 –

**Dear Shareholders,**

you are hereby invited to the

**35<sup>th</sup> Annual General Meeting of Dürr Aktiengesellschaft  
on Friday, May 17, 2024, 11:00 am (CEST)**

at the headquarters of  
Dürr Aktiengesellschaft,  
Carl-Benz-Strasse 34,  
74321 Bietigheim-Bissingen  
(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 financial year 2023 in each case, the Board of Management's proposal for appropriation of net income 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 financial year 2023**

The aforementioned documents are available to the shareholders on the internet at: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting). The said documents will also remain available on this website during the 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 income of EUR 689,356,107.86, reported in the annual financial statements of Dürr Aktiengesellschaft for the financial year 2023, 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 640,914,651.86

Pursuant to Section 58 (4) sentence 2 German Stock Corporation Act (AktG), the entitlement to the dividend is due on the third business day following the resolution adopted at the Annual General Meeting, i.e. on Thursday, 23 May, 2024.

### **3. Ratification of the acts of the members of the Board of Management for the financial year 2023**

The Supervisory Board and the Board of Management propose that the acts of the members of the Board of Management in office during the financial year 2023 be ratified for the financial year 2023.

All members of the Board of Management plan to attend the entire Annual General Meeting.

### **4. Ratification of the acts of the members of the Supervisory Board for the financial year 2023**

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the financial year 2023 be ratified for the financial year 2023.

All members of the Supervisory Board plan to attend the entire Annual General Meeting.

### **5. Election of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements for the financial year 2024 and – in the event of an audit review – election of the auditor of intra-year financial reports for the financial year 2024 and the auditor for the first quarter of the financial year 2025**

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 financial year 2024 and – in the event of an audit review – for the audit review of intra-year financial reports for the financial year 2024 and for the first quarter of the financial year 2025.

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 within the meaning of 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. Approval of the audited remuneration report 2023**

Pursuant to Section 162 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 financial year 2023, which will be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) German Stock Corporation Act (AktG).

In accordance with Section 162 (3) German Stock Corporation Act (AktG), the Remuneration Report has been audited by the auditor to determine whether the statutory particulars required pursuant to Section 162 (1) and (2) German Stock Corporation Act (AktG) have been provided. In addition to the statutory requirements, the auditor has also conducted a substantive audit. The statement 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 financial year 2023, prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG), be approved.

A copy of the Remuneration Report is included herein after the Agenda under *Section III. Remuneration Report 2023* 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting). Furthermore, the Remuneration Report will also be accessible there during the Annual General Meeting.

### **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 end of business on the 22nd day before the Annual General Meeting, i.e. **at midnight on Thursday, April 25, 2024 (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 require-

ments 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 **midnight on Friday, May 10, 2024 (CEST)**.

Registration office:

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

Email: [anmeldung@linkmarketservices.eu](mailto:anmeldung@linkmarketservices.eu)

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 effect 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 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 the proxy notice to 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  
D-81241 München, or

Email: [durr@linkmarketservices.eu](mailto:durr@linkmarketservices.eu)

The grant of proxy may be addressed to the proxy or to the Company. Notice of a grant of proxy can be submitted by sending the notice to the following address or e-mail address by **midnight on Thursday, May 16, 2024, (CEST)** (date of receipt):

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

Email: [durr@linkmarketservices.eu](mailto:durr@linkmarketservices.eu)

The aforementioned transmission channels are also available if the grant of proxy is to be made by way of a declaration to the Company; separate evidence of the grant of 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 via 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, it will also be possible to grant, give notice of and revoke a proxy at the checkpoints situated at the entrance and exit to the Annual General Meeting at the headquarters of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany. Notice of a proxy granted at or during the Annual General Meeting can be submitted by sending the notice by e-mail to the address indicated above.

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

Proxies, including their revocation and the corresponding notice thereof to the Company, issued to intermediaries, shareholders' associations, proxy advisors or other persons, referred to in Section 135 (8) German Stock Corporation Act (AktG), who offer to exercise voting rights on a commercial basis on behalf of shareholders at the Annual General Meeting, shall be subject to the statutory provisions, in particular Section 135 German Stock Corporation Act (AktG), as well as any additional requirements stipulated by the persons to be authorised. We ask our shareholders to coordinate with the persons to be authorised in this respect.

**b) Voting by a proxy appointed by the Company**

In addition, we offer our shareholders the option of authorising proxies appointed by the Company to exercise their voting rights in accordance with 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 the proxies can only exercise voting rights with respect to those items on the agenda for which shareholders give clear instructions, and 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  
D-81241 München or

Email: [durr@linkmarketservices.eu](mailto:durr@linkmarketservices.eu)

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 (email) to the following address by **midnight on Thursday, May 16, 2024 (CEST)**:

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

Email: [durr@linkmarketservices.eu](mailto:durr@linkmarketservices.eu)

On the day of the Annual General Meeting, it will also be possible to grant, give notice of and revoke a proxy at the checkpoints situated at the entrance and exit to the Annual General Meeting at the headquarters of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany. Notice of a proxy granted at or during the Annual General Meeting can be submitted by sending the notice by e-mail to the address indicated above.

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 that the shareholder or their proxy attends the Annual General Meeting in person, the voting proxy appointed by the Company will not exercise any proxy authorization granted to them.

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 as a whole shall also be deemed to be the corresponding authorization/instruction for each sub-item requiring a separate vote.

All the aforementioned methods 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 who are entitled to vote or their proxies may also cast their votes in text form or by means of electronic communication (postal voting), 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  
D-81241 München

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 will not be counted.

Votes cast by postal voting must be received by the Company at the aforementioned address by no later than **midnight on Thursday, May 16, 2024 (CEST)**. Postal votes may also be cast electronically via the internet-based shareholder portal by **midnight on Thursday, May 16, 2024 (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 as a whole shall also be deemed as the corresponding vote for each sub-item requiring a separate vote.

Proxies, authorized intermediaries, shareholders' associations, proxy advisors or other individuals, referred to in Section 135 (8) German Stock Corporation Act, who offer their services

on a commercial basis to exercise shareholders' voting rights at the Annual General Meeting can also use postal voting.

In the event that the shareholder (or their 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) 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 for 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 form 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 **midnight on Tuesday, April 16, 2024 (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

Email: hv2024@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), (1) sentence 3, (3) and 70 German Stock Corporation Act - AktG). The rule in Section 121 (7) German Stock Corporation Act shall apply accordingly in accordance with Section 122 (1) sentence 4 German Stock Corporation Act.

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

Shareholders may submit motions relating to 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 a shareholder, including the respective shareholder's name, 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 (these include inter alia shareholders who have requested such notice), 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 deadline for receipt is thus **midnight on Thursday, May 2, 2024 (CEST)**. A counter-motion and/or the reasons therefor need not be made accessible where one of the exemptions pursuant to Section 126 (2) German Stock Corporation Act (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, practised profession and 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. 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, in order for nominations to be made accessible, the latest possible deadline for receipt of election nominations, at the address specified below, is **midnight on Thursday, May 2, 2024 (CEST)**.

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  
D-81241 München, or

Email: [gegenantraege@linkmarketservices.eu](mailto:gegenantraege@linkmarketservices.eu)

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](http://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, the Board of Management will provide each shareholder with information, at the Annual General Meeting, concerning the affairs of the company, including the Company's legal and business relations with affiliated companies, as well as regarding 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 of business on the

agenda. Pursuant to Article 19a of the Articles of Association, 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting) (cf. Section 124a German Stock Corporation Act (AktG)):

- the content of the convening notice along with explanatory notes on the absence of a resolution on Item 1 of the agenda, and the total number of shares and voting rights at the time of the convening notice;
- the documents 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting).

Any counter-motions, election nominations and motions for supplementary items submitted by shareholders, which require publication and are received by the Company in compliance with the time limits specified above, will likewise be made accessible on the aforementioned website.

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

## **7. Internet-based shareholder portal**

As from Friday, April 26, 2024, the Company will maintain an internet-based shareholder portal accessible via the "Shareholder Portal" link at: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://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 the proxy has been granted, and in accordance with the grantor's requirements, the proxy will be sent their own access data by the Company which will be transmitted either by post or e-mail. For the purpose of transmission, where a proxy is granted by way of a declaration to the Company using the form provided by the Company along 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 of the proxy 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 appear in the form of buttons and menus on the user interface of the shareholder portal.

Shareholders will receive further details about the shareholder portal, and about registration and the terms of use, along with their AGM Ticket and on the internet at: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting)

Properly registered shareholders (and, if applicable, their proxies) can follow a video and audio transmission of the entire Annual General Meeting via the "Shareholder Portal" link at: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting)

Prior to the Annual General Meeting, and up until **midnight on Thursday, May 16, 2024 (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: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting) Electronic postal voting via the shareholder portal will be possible from Friday, April 26, 2024 until midnight on Thursday, May 16, 2024 (CEST). Up until that time, 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. In the event that the shareholder (or their 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 **midnight on Thursday, May 16, 2024 (CEST)**, duly registered shareholders (or their proxies) can also exercise their voting rights by authorising voting proxies appointed by the Company, on the Company's shareholder portal accessed via the "Shareholder Portal" link at: [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting) Authorisation via the shareholder portal will be possible from Friday, April 26, 2024 until midnight on Thursday, May 16, 2024 (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 their 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 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 Annual 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 counter motions, make any election nominations to 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 an audio and video transmission of the entire Annual General Meeting 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 transmission of the Annual General Meeting**

An audio and video transmission of the Annual General Meeting will be available to all shareholders and the interested public 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](http://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 internet-based shareholder portal, see Clause 7 above.

## **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 organising 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 of 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 submitted motions or questions beforehand. The legal basis for processing such data is provided by Article 6 (1) (f) GDPR.

The service providers commissioned by Dürr Aktiengesellschaft for the purpose of organising the Annual General Meeting process the personal data of shareholders and shareholders’ 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 shareholders’ representatives are required to treat such data as confidential. In addition, personal data of shareholders and/or

shareholders' representatives attending the Annual General Meeting can be seen by other shareholders and their representatives within the scope of the applicable statutory requirements (in particular the list of attendees, Section 129 German Stock Corporation Act). Dürr Aktiengesellschaft undertakes to erase the personal data of shareholders and shareholders' 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, or the data is no longer needed in connection with any administrative or court proceedings and no legal retention requirements exist.

The statutory requirements state that shareholders and shareholders' 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 shareholders' 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 shareholders' representatives are also entitled to raise objections in accordance with the legal requirements.

If shareholders and shareholders' 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  
D-74321 Bietigheim-Bissingen

Email: [dataprotection@durr.com](mailto:dataprotection@durr.com)

### **III. Remuneration Report 2023**

#### **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 that underly the remuneration systems for the Board of Management and the Supervisory Board of Dürr AG 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 report on the remuneration granted and owed to the individual members of the Board of Management and the Supervisory Board in 2022 was approved at the annual general meeting on May 12, 2023, by a majority of 64.43% in accordance with Section 120a (4) of the German Stock Corporation Act. To further optimize the remuneration report for the 2023 financial year, we have increased the transparency. In addition, the remuneration system for the Executive Board was completely revised for the 2023 financial year (see Section entitled "Principles of the remuneration system").

## **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, 2023, and applies to all service contracts entered into with the members of the Board of Management since that date. It also applies in principle to all previously signed service contracts of the members of the Board of Management. The remuneration system implements the applicable 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.

The Supervisory Board performs a review of the remuneration system at its own due discretion, however no later than every four years. In 2022, the Supervisory Board considered it necessary to review the previous remuneration system for the Board of Management with regard to the structure of the short-term incentive (STI) and long-term incentive (LTI) and to adjust it following a market analysis. The previous remuneration system contained a sustainability component that was solely short-term. In addition, the variable remuneration became very volatile in the event of any major external market dislocations and relatively quickly caused unreasonably large deviations from the target remuneration, which could be inconsistent with the additional performance demands placed on the Board of Management, especially in critical, economic situations.

The new remuneration system for the members of the Board of Management is structured clearly and comprehensibly. It promotes Dürr AG's business strategy and long-term interests and thus contributes to its long-term development. The focus is on strengthening profitable and sustainable growth and this forms the basis for structuring the remuneration system. This is achieved by defining targets for profitability (operating EBIT margin), enterprise value and corporate development (free cash flow, total shareholder return/TSR, share price, and strategic targets) as well as environmental and social sustainability (ESG targets). 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 and proxy advisors match the structure of the remuneration of the Board of Management as closely as possible. The previous remuneration system was compared with the systems of other listed companies and aligned with common, established market practices, such as the number of target indicators, target weighting, or the capping of target achievement.

The remuneration system also very largely takes into account the most recent version of the German Corporate Governance Code (GCGC) in the version of April 28, 2022 as well as the guidelines for sustainable Management Board remuneration developed by the Working Group on "Guidelines for Sustainable Management Board Remuneration (AlfenV)" in their latest version of September 2021. These 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 on D&O insurance.

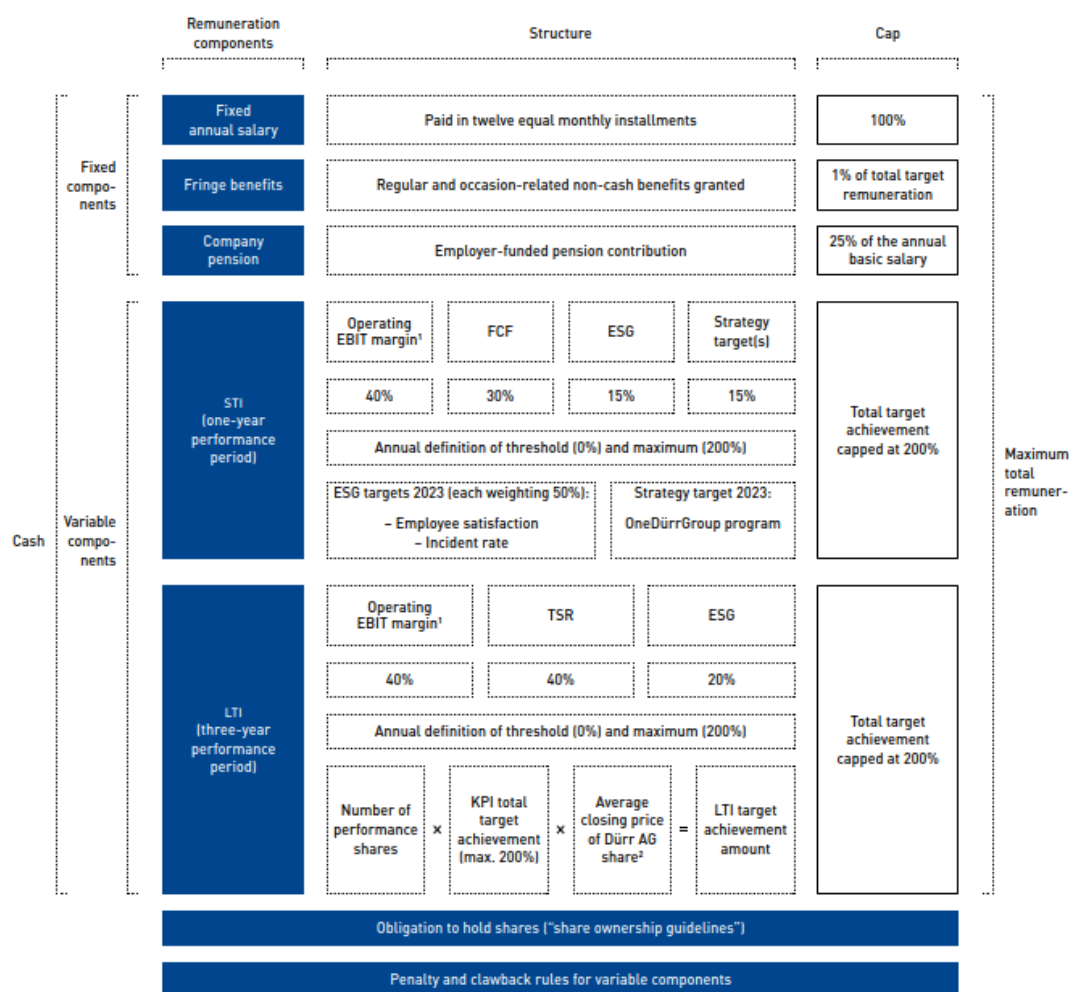
The above-mentioned alignment with market practice also required an adjustment of the remuneration cap for the Board of Management. It should be emphasized that the target remuneration of the Board of Management was not adjusted in the realignment of the remuneration system, although a review of the target remuneration was carried out in 2023 (see Section entitled "Service contracts").

The current remuneration system applies in the version approved by a majority of 87.33% of the shareholders at the annual general meeting on May 12, 2023.

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

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



<sup>1</sup> Calculated from EBIT before extraordinary effects divided by sales before extraordinary effects (adjusted in each case for extraordinary items or developments).

<sup>2</sup> Average closing price of the Dürr share in Deutsche Börse AG's XETRA trading system over the last 60 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 amounts. 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 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 provides 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 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 short and long-term results of the Dürr Group. The proportion of variable remuneration components exceeds the proportion of fixed remuneration components in both target total remuneration and maximum remuneration. At the same time, the LTI accounts for a greater proportion of the total remuneration than the STI. The financial and non-financial performance criteria contribute to the furtherance of Dürr AG's business strategy and long-term development. The method for measuring target achievement is described below.

The Supervisory Board may temporarily make appropriate adjustments, within reasonable limits, to the conditions for payment of the variable remuneration components and other parameters of the variable remuneration components only in the case of exceptional events or developments, such as the acquisition of a company or disposal of a business, in order to neutralize the effects of such exceptional events or developments. General 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 financial year comprises less than twelve months (short financial 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 interests of the shareholders.

## **Short-term incentive (short-term remuneration component)**

The short-term, variable remuneration for the members of the Board of Management is a performance-related bonus based on financial and non-financial results for the respective financial year. In 2023, it broke down into 40% operating EBIT margin, 30% free cash flow (FCF), 15% ESG targets, and 15% strategic targets (figure 3.2). The Supervisory Board is able to vary the number



of applicable ESG and strategic targets in the STI. The ESG and the strategic targets can be set for the Board of Management in its entirety or separately for each individual member. The greater weighting given to the ESG and strategic targets in the revised remuneration system reflects the greater emphasis which the new remuneration system places on the implementation of the corporate strategy and on sustainable creation of and growth in added value, including in the STI.

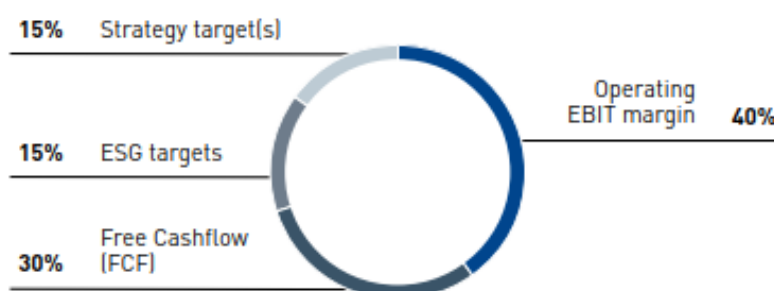
The basis for calculating the operating EBIT margin is earnings before interest, income taxes and income from investments (EBIT). EBIT is adjusted for extraordinary effects such as the effects of acquisitions, restructuring, and other significant extraordinary factors and expressed as a ratio of the likewise adjusted sales of the Dürr Group. The extraordinary effects are disclosed in the management report. By applying the Dürr Group's operating EBIT margin, 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 a dividend payout, making acquisitions and, where applicable, reducing debt. 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 financial year, the Supervisory Board determines the ESG performance criteria and the methods for measuring performance for the Board of Management or for each individual member of the Board of Management, as the case may be. Possible performance criteria are composed, for example, of customer satisfaction, employee satisfaction, occupational health and safety, or other ESG criteria. Total ESG target achievement is calculated on the basis of the weighted average target achievement for the individual performance criteria.

The strategic targets are the priority targets defined for the year in question. Before the beginning of the financial year, the Supervisory Board determines, in the same way as it does for the ESG targets, the number of targets, the performance criteria, and the methods for measuring performance for the Board of Management or for each member of the Board of Management, as the case may be. Here, too, total strategic target achievement is calculated on the basis of the weighted average target achievement for the individual performance criteria.

### 3.2 Short-term incentive – target weighting

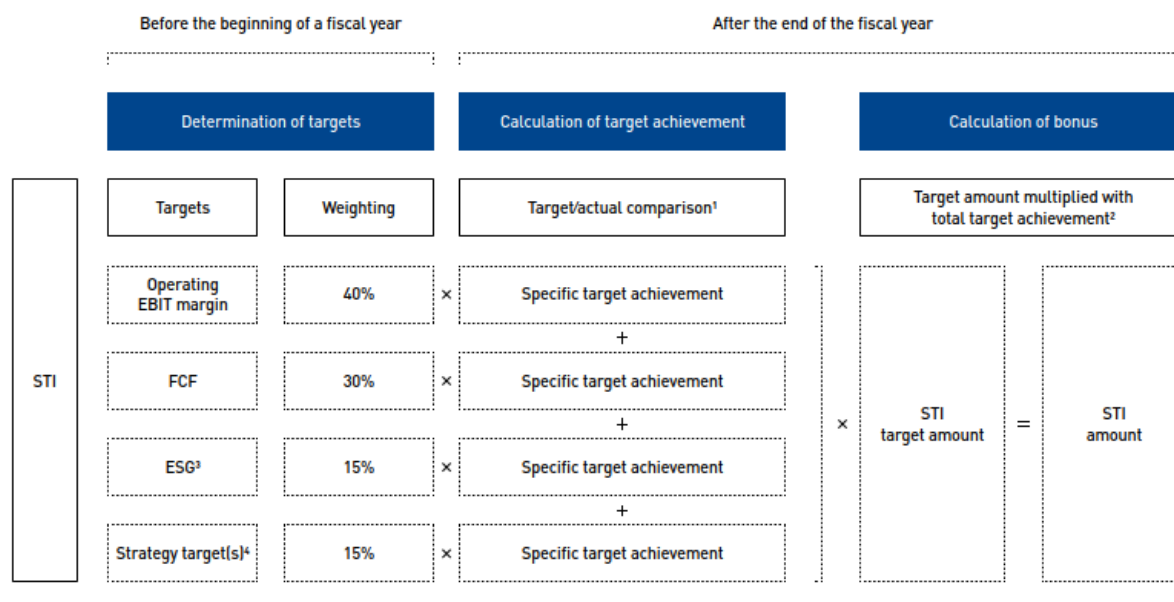


Before the beginning of a financial year, the Supervisory Board determines the individual targets as well as the minimum and maximum target achievement ("threshold" and "maximum"). The target achievement 0% below or upon achievement of the threshold, 200% above or upon achievement of the maximum, and 100% for achievement of the target. It is interpolated on a straight-line basis between threshold and target as well as between target and maximum.

Target achievement is determined by the Supervisory Board after the end of the corresponding financial year. STI target achievement is determined on the basis of the respective achievement of the operating EBIT margin, free cash flow (FCF), the ESG targets, and the strategic targets as well

as the defined weighting of these targets. The final STI amount equals the STI target amount multiplied by STI target achievement (figure 3.3). The target achievement amount accruing under the STI is paid out in May and capped at 200% of the target amount (payout cap).

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



<sup>1</sup> Comparison of the targets set before the beginning of the fiscal year with the values achieved in the fiscal year.

<sup>2</sup> 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 level represents the sum of all weighted target achievements.

<sup>3</sup> The ESG sub-targets are redefined annually and composed of environment, social, and governance targets.

<sup>4</sup> The strategic target(s) are priority targets for the respective financial year, which are redefined annually.

If the service contract begins or ends during a given financial year, the target achievement amount is reduced on a time-proportionate basis. All claims under the STI arising in a given financial 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, variable remuneration for the members of the Board of Management takes the form of a performance share plan that is aligned to the company's sustainable growth. The relevant performance indicators for calculating the amount accruing under the LTI are:

- the performance of the Dürr share between the award and the payment of the LTI,
- the average operating EBIT margin for the three financial years starting with the year of award,
- the total shareholder return (TSR) relative to a defined peer group,
- the achievement of the defined ESG targets during the three financial years.

The operating EBIT margin is defined as the ratio of operating EBIT to the adjusted sales of the Dürr Group (see section on "Short-term incentive"). An appropriate EBIT margin supports the company's long-term profitability and thus reinforces the long-term implementation of its corporate strategy.

The relative TSR reflects the performance of Dürr AG's share during the three financial years, including dividend payments, compared to a defined peer group consisting of German and Austrian companies (primarily mechanical and plant engineering companies as well as automotive suppliers and engineering service providers).

The inclusion of the share price and the TSR emphasizes the focus on the long-term creation of added value by the company.

The Supervisory Board is able to vary the number of applicable ESG targets in the LTI. The ESG targets promote the alignment of the company's business to sustainability criteria and the social and ecological responsibility of the Dürr Group.

At the date at which the annual LTI tranches are granted, 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 for the last 60 trading days before December 31 of a given financial year.

The LTI is paid out in cash after the expiry of the three-year period and the subsequent annual general meeting at which the consolidated financial statements of Dürr AG for the previous financial year are presented. To calculate the LTI total target achievement amount, the number of performance shares is multiplied by the KPI total target achievement (weighted target achievement of the three target variables) and the average calculated closing price of the Dürr share over the 60 trading days before the annual general meeting (figure 3.5).

Prior to the beginning of a tranche, the Supervisory Board determines the target for the average operating EBIT margin and ESG targets as well as the minimum and maximum target achievement ("threshold" and "maximum"). Target achievement is 0% below or upon achievement of the threshold, 200% above or upon achievement of the maximum, and 100% for achievement of the target. It is interpolated on a straight-line basis between threshold and target as well as between target and maximum.

The targets shown in figure 3.4 have been defined for the 2023 to 2025 LTI tranche.

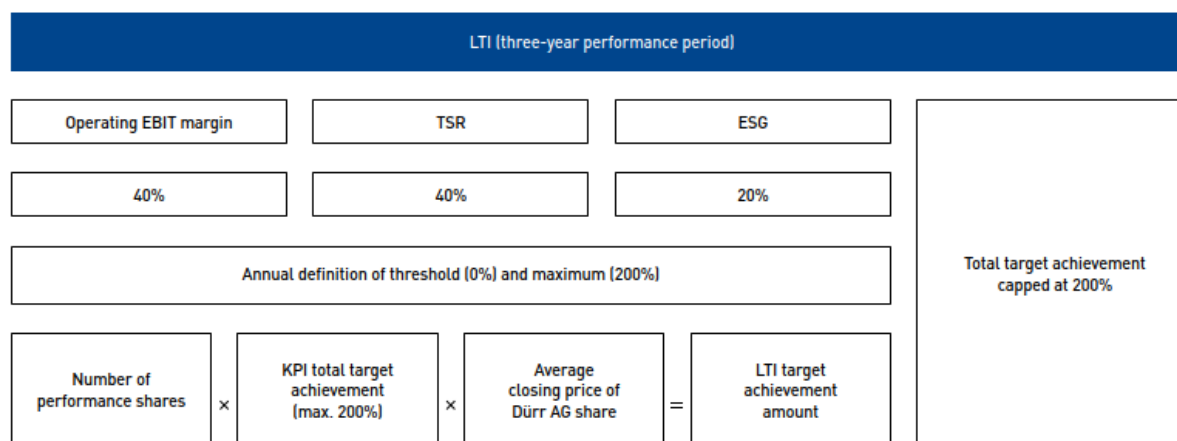
### 3.4 Targets for the 2023 to 2025 LTI tranche

Goal	Operating EBIT margin	TSR	ESG																								
Weighting in %	40%	40%	20%																								
Definition	Average target achievement of the operating EBIT margin for the three financial years	Total shareholder return (TSR) of Dürr AG in relation to the TSR of a defined peer group	ISS ESG Corporate Rating Assessment of ESG performance - based on cross-industry and cross-sectoral indicators - based on a 12-point system																								
Determination of target achievement	<table><tr><th>Ø Operating EBIT margin</th><th>Target achievement</th></tr><tr><td>≤ 2.5%</td><td>0%</td></tr><tr><td>7.1%</td><td>100%</td></tr><tr><td>≥ 8.0%</td><td>200%</td></tr></table>	Ø Operating EBIT margin	Target achievement	≤ 2.5%	0%	7.1%	100%	≥ 8.0%	200%	<table><tr><th>Deviation</th><th>Target achievement</th></tr><tr><td>≤ 25%-points</td><td>0%</td></tr><tr><td>0%-points</td><td>100%</td></tr><tr><td>≥ 25%-points</td><td>200%</td></tr></table>	Deviation	Target achievement	≤ 25%-points	0%	0%-points	100%	≥ 25%-points	200%	<table><tr><th>Scale</th><th>Target achievement</th></tr><tr><td>≤ C-</td><td>0%</td></tr><tr><td>C</td><td>100%</td></tr><tr><td>≥ C+</td><td>200%</td></tr></table>	Scale	Target achievement	≤ C-	0%	C	100%	≥ C+	200%
Ø Operating EBIT margin	Target achievement																										
≤ 2.5%	0%																										
7.1%	100%																										
≥ 8.0%	200%																										
Deviation	Target achievement																										
≤ 25%-points	0%																										
0%-points	100%																										
≥ 25%-points	200%																										
Scale	Target achievement																										
≤ C-	0%																										
C	100%																										
≥ C+	200%																										

Achievement of the TSR target is subject to fixed corridors. Target achievement is 0% in the event of a deviation of minus 25 percentage points or more from the TSR of the defined peer group. It is 100% if the peer-group TSR is achieved. If the peer-group TSR is exceeded by 25 percentage points or more, the maximum target achievement of 200% applies. It is interpolated on a straight-line basis between threshold and target as well as between target and maximum. The ISS ESG Corporate Rating was selected as the ESG target for the 2023 to 2025 LTI tranche. This benchmarks a company's ESG performance against cross-industry, cross-sectoral and sector-specific indicators. The "Prime" seal is awarded on an industry-specific basis in recognition of particularly good ESG performance by companies. "Prime" status is awarded for a score of C+ or higher in the industrial machinery and equipment sector.

KPI total target achievement is 0% below or upon achievement of the threshold, 200% above or upon achievement of the maximum, and 100% for achievement of the target. It is capped at 200%. The amount accruing under the LTI is capped at 200% of the LTI target (payout cap). Please see figure 3.5 for more information.

### 3.5 Long-term incentive – calculation of the total target achievement amount



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 payment of the LTI; the member's appointment to the Board of Management is validly revoked for good cause prior to payment of the LTI due to gross breach of duty as defined in Section 84 (4) Sentence 2 of the German Stock Corporation Act; or the appointment is not renewed upon expiry for good cause prior to payment of the LTI in accordance with Section 626 (1) of the German Civil Code for reasons for which the member of the Board of Management is responsible. This also applies if the member of the Board of Management resigns or gives notice of termination of the service contract before payment of the LTI, unless he or she has a justified reason for resigning and/or giving notice of termination of the service contract.

#### Previous long-term incentive (long-term remuneration component)

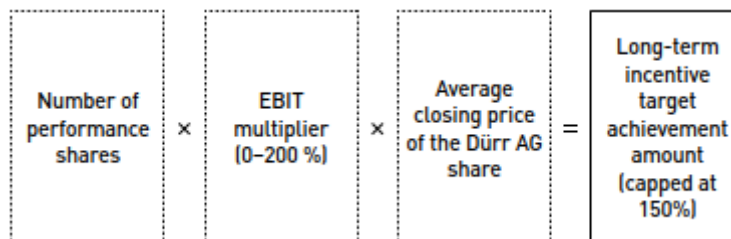
As the long-term variable remuneration was paid out in 2023 under the remuneration system applicable until December 31, 2022, this system is described below (figure 3.6).

Under the remuneration system applicable until December 31, 2022, the LTI remuneration was based on the performance of Dürr's share price and the Group's average operating EBIT margin over a three-year period (LTI period). At the date on which the annual LTI tranches were awarded, the target amount for the LTI per member of the Board of Management was converted into virtual shares of the company (performance shares) on the basis of the initial reference price of the Dürr share. These were then allocated to the respective members of the Board of Management as a calculation variable. The initial reference price was determined on the basis of the average calculated closing price of the Dürr share for the last 30 trading days before December 31 of a financial year.

The amount accruing at the end of the three-year LTI period was calculated by multiplying the number of performance shares by an EBIT multiplier and a share price multiplier. The share price multiplier corresponded to the average closing price of the Dürr share in euros on the last 30 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 operating EBIT margin achieved by the Group during the term of the LTI tranche. The EBIT multiplier equaled 0% if target achievement was below the threshold, 200% if target achievement was above the maximum, and 100% if the target was

reached. Target achievement and the EBIT multiplier were interpolated on a straight-line basis between threshold and target as well as between target and maximum. The EBIT multiplier was capped at 200%. The target achievement amount for the LTI was capped at 150% of the LTI target amount (payout cap).

### 3.6 Previous long-term incentive – calculation of the target achievement amount for 2023



#### 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 the 2023 financial year, the Supervisory Board did not make use of either penalty or clawback rules. No circumstances were identified by the Supervisory Board that would have given rise to this.

#### Maximum remuneration

The total remuneration for each member of the Board of Management for a financial year is capped at an absolute amount ("maximum remuneration"). The maximum remuneration relates to the fixed annual salary paid in the financial year, the fringe benefits paid in the financial year, including costs for the company pension, the STI earned in the financial year, and the tranche of the LTI commencing in the financial year. It is capped at €5,500,000 for the CEO (2022: €3,890,000) and at €2,900,000 for the CFO (2022: €2,055,000).

If the total remuneration calculated for a financial year exceeds the maximum remuneration, the amount accruing under the 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, the amount of the individual variable remuneration components is also limited as shown in table 3.7.

### 3.7 Maximum amounts of variable remuneration components

Position	Maximum amount under the short-term incentive (€)		Maximum amount under the long-term incentive (€)	
	2022	2023	2022	2023
CEO	1,250,000	1,666,667	1,350,000	1,800,000
CFO	600,000	858,333 <sup>1</sup>	675,000	900,000

<sup>1</sup> The disclosures of the maximum amount of variable remuneration components payable under the STI to CFO Dietmar Heinrich for 2023 relate to the time-proportionate calculation up to July 31, 2023, of €800,000 and from August 1, 2023, of €940,000.

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

The members of the Board of Management are subject to a contractual obligation to permanently hold a significant fixed number of shares in Dürr AG during the term of their office after the end of a three-year accumulation phase. The CEO and the CFO 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. It was necessary for the first time to demonstrate compliance with this obligation after a three-year accrual period as of December 31, 2023, after which it must be demonstrated annually. The number of shares held as of December 31, 2023, is shown in table 3.8.

### **3.8 Number of shares held by the members of the Board of Management active as of December 31, 2023**

Member of the Board of Management	Necessary number	End of the accumulation phase	Number of shares as of December 31, 2023
Dr. Jochen Weyrauch	12,500	Dec. 31, 2023	29,000
Dietmar Heinrich	12,500	Dec. 31, 2023	17,500

### **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 entitlement to severance payments, special pension contributions, or any other additional payments will be made.

#### **Benefits granted in the event of 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 financial year and, if applicable, also the expected total remuneration for the current financial 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 non-compete 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 its long-term development. The focus is on strengthening the company's profitable and sustainable growth and 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 aligned to profitability, enterprise value (including TSR), strategic matters of relevance in the applicable financial year, 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.

#### **Compliance with the remuneration system**

The remuneration system applicable to the members of the Board of Management was implemented without any modifications in 2023. The members of the Board of Management receive no loans or advance payments from Dürr AG.

#### **Target achievement under the short-term incentive**

##### **Performance criteria for 2023**

The target weighting of the STI for 2023 was: 40% operating EBIT margin target, 30% free cash flow target, and 15% each ESG and strategy targets (table 3.9).

Operating EBIT came to €273.0 million in 2023. It is derived from the EBIT before extraordinary effects of €280.4 million, adjusted for the EBIT before extraordinary effects of €7.4 million of the BBS Automation Group, which was acquired in 2023. The BBS Automation Group is Rome HoldCo GmbH and its subsidiaries, which have been part of the Dürr Group since August 31, 2023. The Dürr Group's sales, also adjusted for the acquisition, came to €4,520.3 million in 2023. Accordingly, the operating EBIT margin for 2023 was 6.0%. Free cash flow amounted to €129.3 million in 2023. Neither the EBIT nor sales contribution of this acquisition were included in the targets for 2023 set at the beginning of the year and were therefore adjusted. The ESG target for 2023 consisted of two sub-targets, each of which had a weighting of 50%. One of the two sub-targets was oriented to employee satisfaction. For this purpose, an employee survey was carried out by Effactory Deutschland GmbH and yielded a total score of 363 (industry average of 328 points), translating into target achievement of 200%. The second ESG sub-target related to occupational health and safety. Here, the Group-wide incident rate (number of work-related incidents per 1,000 employees per year in accordance with DIN ISO 45001) was determined in 2023, with a target of 176% achieved on the basis of a measured incident rate of 12.4 (adjusted for the incident rate of the BBS Automation Group). Accordingly, total achievement of the two ESG sub-targets came to 188% in 2023. The strategic target relating to the OneDürrGroup program, which is an improvement program aimed at defining shared business processes for the entire Group and mapping them in appropriate, uniform IT systems, was completed in 2023 with a target achievement of 167% (-0.35 months). With this

target, the time required for completion and the quality of execution were compared with the key milestones for target achievement defined for 2023 in the applicable project plans.

### 3.9 Short-term incentive – determination of target achievement in 2023

Name	Description of the performance criterion	Relative weighting of the performance criterion	
Dr. Jochen Weyrauch CEO	Operating EBIT margin	40%	
	Free cash flow (FCF)	30%	
	ESG targets	15%	
	ESG target 1 employee satisfaction <sup>1</sup>	7.5%	
	ESG target 2 work-related incidents - incident rate <sup>2</sup>	7.5%	
	Strategic target OneDürrGroup program <sup>4</sup>	15%	
Dietmar Heinrich CFO	Operating EBIT margin	40%	
	Free cash flow (FCF)	30%	
	ESG targets	15%	
	ESG target 1 employee satisfaction <sup>1</sup>	7.5%	
	ESG target 2 work-related incidents - incident rate <sup>2</sup>	7.5%	
	Strategic target OneDürrGroup program <sup>4</sup>	15%	

<sup>1</sup> Measured on the basis of a score derived from the factors of performance environment and commitment in the employee survey in 2023 and calculated by Effectory Deutschland GmbH; an employee survey is usually carried out every three years.

<sup>2</sup> Industry average, calculated by Effectory Deutschland GmbH. Intermediate values are interpolated on a straight-line basis within the bandwidths.

<sup>3</sup> Incident rate, measured on the basis of the number of work-related incidents Group-wide per 1,000 employees per year in accordance with DIN ISO 45001. Based on benchmark of the employers' liability insurance association (2022) = 30 work-related incidents. Intermediate values are interpolated on a straight-line basis within the bandwidths.

<sup>4</sup> The OneDürrGroup program is an improvement program aimed at defining shared business processes for the entire Group and mapping them in appropriate, uniform IT systems. Definition of target achievement: successful implementation of the key milestones within the requisite period and with the requisite quality of execution defined in the respective project plans for 2023. 200% target achievement = earlier achievement of the defined milestones ≥ 1 month; 150% target achievement = achievement of the milestones in accordance with the project plan deadline; 100% target achievement = delay in the achievement of the milestones by 1 month; 50% target achievement = delay in the achievement of the milestones by 2 months; 0% target achievement = delay in the achievement of the milestones by ≥ 3 months.



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) Amount of remuneration for this target
a) 3.9% b) €0	a) 6.0% b) €333,333	a) 7.0% b) €666,666	6.0%		a) 100.0% b) €333,333
a) €-160,000,000 b) €0	a) €40,000,000 b) €250,000	a) €140,000,000 b) €500,000	€129,300,000		a) 189.3% b) €473,250
					a) 188.0% b) €235,000
a) 10 % less than the industry average b) €0	a) Industry average <sup>2</sup> b) €62,500	a) 10% greater than the industry average b) €125,000	Total score of 363 (industry average 328 points)		a) 200.0% b) €125,000
a) » 30 work-related incidents in 2023 b) €0	a) 20 work-related incidents in 2023 b) €62,500	a) « 10 work-related incidents in 2023 b) €125,000	12.4 work-related incidents		a) 176.0% b) €110,000
a) +3 months b) €0	a) +1 month b) €125,000	a) -1 month b) €250,000	-0.35 months		a) 167.0% b) €208,750
a) 3.9% b) €0	a) 6.0% b) €171,667	a) 7.0% b) €343,334	6.0%		a) 100.0% b) €171,667
a) €-160,000,000 b) €0	a) €40,000,000 b) €128,750	a) €140,000,000 b) €257,500	€129,300,000		a) 189.3% b) €243,724
					a) 188.0% b) €121,025
a) 10 % less than the industry average b) €0	a) Industry average <sup>2</sup> b) €32,188	a) 10% greater than the industry average b) €64,375	Total score of 363 (industry average 328 points)		a) 200.0% b) €64,375
a) » 30 work-related incidents in 2023 b) €0	a) 20 work-related incidents in 2023 b) €32,188	a) « 10 work-related incidents in 2023 b) €64,375	12.4 work-related incidents		a) 176.0% b) €56,650
a) +3 months b) €0	a) +1 month b) €64,375	a) -1 month b) €128,750	-0.35 months		a) 167.0% b) €107,506

### Target achievement under the long-term incentive

Table 3.10 shows the target achievement for the 2021 to 2023 LTI tranche. Reportable target achievement under the LTI 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)”).

The EBIT multiplier was based on the average operating EBIT margin achieved by the Group during the term of the 2021 to 2023 LTI tranche. The average operating EBIT for the years 2021 to 2023 amounted to € 211.1 million. It is calculated from the average EBIT of € 191.0 million, which was adjusted for unplanned items averaging € 20.1 million per year (2021: € -4.6 million; 2022: € 1.6 million; 2023: € 63.3 million). The adjustments relate to non-operating items, including in connection with acquisitions, company disposals and restructuring. The Dürr Group's average sales for the years 2021 to 2023, also adjusted accordingly, amounted to € 4,081.4 million. The average operating EBIT margin for the LTI tranche 2021 to 2023 thus amounted to 5.2 %.

### 3.10 Long-term incentive – determination of target achievement in 2023

Name	Number of performance shares	Description of the performance criterion	Information on performance criteria						Target achievement		Share price multiplier	
			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 <sup>1</sup> b) Remuneration	
			a)	b)	a)	b)	a)	b)	a)	b)	a)	b)
Dr. Jochen Weyrauch CEO	20,392	Average margin on earnings before interest and taxes (EBIT) in 2021–2023	a) $\leq 4.0\%$ b) 0%	a) 5.4% b) 100%	a) $\geq 6.0\%$ b) 200%	a) 5.17% b) 83.57%	a) 20.62 b) €351,398					
Dietmar Heinrich CFO	14,682	Average margin on earnings before interest and taxes (EBIT) in 2021–2023	a) $\leq 4.0\%$ b) 0%	a) 5.4% b) 100%	a) $\geq 6.0\%$ b) 200%	a) 5.17% b) 83.57%	a) 20.62 b) €253,002					
Ralf Dieter CEO until December 31, 2021	29,364	Average margin on earnings before interest and taxes (EBIT) in 2021–2023	a) $\leq 4.0\%$ b) 0%	a) 5.4% b) 100%	a) $\geq 6.0\%$ b) 200%	a) 5.17% b) 83.57%	a) 20.62 b) €168,668 <sup>2</sup>					

<sup>1</sup> The average price over the last 30 trading days prior to the 2024 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 30 trading days of the 2023 calendar year is applied here.

<sup>2</sup> The figures for Ralf Dieter's multi-year variable remuneration (LTI) are based on a time-proportionate calculation of 12/36.

## Remuneration in 2023

### Remuneration granted and owed as defined in Section 162 of the German Stock Corporation Act

Under Section 162 (1), Sentence 1, Sentence 2, No. 1 of the German Stock Corporation Act, all fixed and variable remuneration components that were “granted and owed” to the individual members of the Board of Management in the 2022 and 2023 financial years must be disclosed. The figures reported match those reported in the past in accordance with the “remuneration received” model table of the German Corporate Governance Code in the version dated February 7, 2017. This ensures a consistently transparent and comparable presentation of the remuneration of the individual members of Dürr AG's Board of Management.

The STI for 2022 and 2023 as one-year variable remuneration counts as “remuneration owed” because the underlying performance arose 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 transparent and understandable reporting and preserves the link between performance and remuneration during the reporting period.

The tranches under the LTI due for payment in the respective financial year are structured as multi-year variable remuneration and therefore count as “remuneration granted”. This ensures that all conditions precedent or subsequent under the long-term variable remuneration are satisfied and the actual amount of the remuneration instruments can be reported in accordance with the actual remuneration received. The amounts of the pension contributions subject to contractual commitments under the company pension scheme for members of the Board of Management in 2023 are shown as supplementary information below table 3.11 “Remuneration granted and owed” in 2022 and 2023. However, the pension contributions do not represent an actual remuneration received by the members of the Board of Management and are not defined as remuneration granted and owed within the meaning of Section 162 of the German Stock Corporation Act.

The sum total of the “remuneration granted and owed” in 2023 comprises

- the fixed annual salary in 2023,
- the taxable non-cash benefits and other ancillary benefits in 2023,
- the STI determined for 2023 and payable in 2024, and
- the LTI due in 2023 and payable in 2024 (LTI tranche 2021–2023).

Table 3.11. also shows the pension expense for 2022 and 2023.

### 3.11 “Remuneration granted and owed” in 2022 and 2023

		DR. JOCHEN WEYRAUCH CEO Date of appointment: January 1, 2017				DIETMAR HEINRICH CFO Date of appointment: August 1, 2020			
€		2022	2022 (in %)	2023	2023 (in %)	2022	2022 (in %)	2023	2023 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)	1,000,000	47	1,000,000	38	600,000	53	616,667 <sup>1</sup>	40
	Fringe benefits (benefits in kind, advances toward insurance, etc.)	30,653	1	30,653	1	15,996	1	15,996	1
	<b>Total</b>	<b>1,030,653</b>	<b>49</b>	<b>1,030,653</b>	<b>39</b>	<b>615,996</b>	<b>54</b>	<b>632,663</b>	<b>41</b>
	One-year variable remuneration (STI)	1,083,333 <sup>2</sup>	51	1,250,333	47	520,000 <sup>2</sup>	46	643,922	42
Performance-related components	Multi-year variable remuneration (LTI) LTI 2020–2022	0	0	0	0	0	0	0	0
	LTI 2021–2023	0	0	351,398	13	0	0	253,002	17
	Other variable remuneration	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>1,083,333</b>	<b>51</b>	<b>1,601,731</b>	<b>61</b>	<b>520,000</b>	<b>46</b>	<b>896,924</b>	<b>59</b>
<b>Miscellaneous</b>									
<b>Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total compensation granted and owed as defined in Section 162 of the German Stock Corporation Act</b>		<b>2,113,986</b>	<b>100</b>	<b>2,632,384</b>	<b>100</b>	<b>1,135,996</b>	<b>100</b>	<b>1,529,584</b>	<b>100</b>
Pension expense <sup>3</sup>		250,000		250,000		150,000		154,167	
<b>Total remuneration</b>		<b>2,363,986</b>		<b>2,882,384</b>		<b>1,285,996</b>		<b>1,683,753</b>	
<b>Ratio of fixed to variable remuneration</b>		<b>118%</b>		<b>80%</b>		<b>147%</b>		<b>88%</b>	

#### “REMUNERATION GRANTED AND OWED” IN 2022 AND 2023 (CONTINUATION)

		RALF DIETER CEO until December 31, 2021 Date of appointment: January 1, 2005			
€		2022	2022 (in %)	2023	2023 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)	0	–	–	–
	Fringe benefits (benefits in kind, advances toward insurance, etc.)	0	–	–	–
	<b>Total</b>	<b>0</b>	<b>–</b>	<b>–</b>	<b>–</b>
	One-year variable remuneration (STI)	0	–	–	–
Performance-related components	Multi-year variable remuneration (LTI) LTI 2020–2022	0	–	–	–
	LTI 2021–2023	–	–	168,668	100
	Other variable remuneration	0	–	–	–
	<b>Total</b>	<b>0</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Miscellaneous</b>					
<b>Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act</b>		<b>0</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total compensation granted and owed as defined in Section 162 of the German Stock Corporation Act</b>		<b>0</b>	<b>–</b>	<b>168,668</b>	<b>100</b>
Pension expense <sup>3</sup>		0	–	–	–
<b>Total remuneration</b>		<b>0</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Ratio of fixed to variable remuneration</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>

<sup>1</sup> The disclosures on the basic remuneration for CFO Dietmar Heinrich for 2023 are based on the time-proportionate calculation of €600,000 up until July 31, 2023, and €640,000 from August 1, 2023.

<sup>2</sup> The overall target achievement under the STI was capped at 130% due to the adjustment of the targets during the year.

<sup>3</sup> Additional information. Not classified as remuneration granted or owed as defined in Section 162 of the German Stock Corporation Act.

### Remuneration granted in accordance with 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 information disclosed in the section entitled “Remuneration granted and owed as defined in Section 162 of the German Stock Corporation Act”. The table of “Remuneration granted” as defined in the version of the German Corporate Governance Code dated February 7, 2017, shows the amounts allocated to the individual remuneration elements in

2023, i.e. the fixed remuneration and the targets for the variable remuneration components for 2023 and their relative shares (table 3.12).

### 3.12 Remuneration granted in 2022 and 2023

Remuneration granted in accordance with the German Corporate Governance Code in the version dated 7 February 2017

€		DR. JOCHEN WEYRAUCH CEO Date of appointment: January 1, 2017				DIETMAR HEINRICH CFO Date of appointment: August 1, 2020			
		2022	2022 (in %)	2023	2023 (in %)	2022	2022 (in %)	2023	2023 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)	1,000,000	33	1,000,000	33	600,000	37	616,667 <sup>1</sup>	37
	Fringe benefits (benefits in kind, advances toward insurance, etc.)	30,653	1	30,653	1	15,996	1	15,996	1
	<b>Total</b>	<b>1,030,653</b>	<b>34</b>	<b>1,030,653</b>	<b>34</b>	<b>615,996</b>	<b>38</b>	<b>632,663</b>	<b>38</b>
	One-year variable remuneration (STI)	833,333	28	833,333	28	400,000	25	429,167 <sup>2</sup>	26
Performance-related components	Multi-year variable remuneration (LTI) LTI 2022–2024	900,000	30	0	0	450,000	28	0	0
	Multi-year variable remuneration (LTI) LTI 2023–2025	0	0	900,000	30	0	0	450,000	27
	Other variable remuneration	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>1,733,333</b>	<b>58</b>	<b>1,733,333</b>	<b>58</b>	<b>850,000</b>	<b>53</b>	<b>879,167</b>	<b>53</b>
<b>Total</b>		<b>2,763,986</b>	<b>92</b>	<b>2,763,986</b>	<b>92</b>	<b>1,465,996</b>	<b>91</b>	<b>1,511,830</b>	<b>91</b>
Pension expense		250,000	8	250,000	8	150,000	9	154,167	9
<b>Total remuneration</b>		<b>3,013,986</b>		<b>3,013,986</b>		<b>1,615,996</b>		<b>1,665,996</b>	
<b>Ratio of fixed to variable remuneration</b>		<b>74%</b>		<b>74%</b>		<b>90%</b>		<b>89%</b>	

<sup>1</sup> The disclosures on the basic remuneration for CFO Dietmar Heinrich for 2023 are based on the time-proportionate calculation of €600,000 up until July 31, 2023, and €640,000 from August 1, 2023.

<sup>2</sup> The disclosures on the one-year variable remuneration (STI) for CFO Dietmar Heinrich for 2023 are based on a time-proportionate calculation of €400,000 up until July 31, 2023, and €470,000 from August 1, 2023.

### Defined benefit obligations and asset values

The defined benefit obligations of the defined benefit system of the members of the Board of Management are presented in individualized form below. This relates solely to allocations to pension provisions in accordance with IFRS. Table 3.13 shows the defined benefit obligations for the pension entitlement accruing up to and including 2023 and, in addition, the asset values of the pension commitment.

### 3.13 Defined benefit obligations and asset values as of December 31, 2022, and December 31, 2023, in accordance with IFRS

€	Defined benefit obligations		Asset values	
	2022	2023	2022	2023
Dr. Jochen Weyrauch	1,368,673	1,834,601	579,172	844,355
Dietmar Heinrich	329,660	375,654	169,504	316,897
<b>Total</b>	<b>1,698,333</b>	<b>2,210,255</b>	<b>748,676</b>	<b>1,161,252</b>

Pension payments of €586,109 were granted to former members of the Board of Management in 2023 (€561,262 in 2022).

### Percentage distribution of remuneration components

The Supervisory Board determines the target total remuneration for the individual members of the Board of Management. This equals the sum of all remuneration components relevant for total remuneration. In the case of the STI and LTI, the target amounts for 100% target achievement (“target amounts of the variable remuneration components”) are decisive. The Supervisory Board also determines the target amounts for the variable remuneration components for each financial year. To this end, the Supervisory Board 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

upcoming years to define the targets which are to be achieved by the company and the Board of Management in terms of performance criteria.

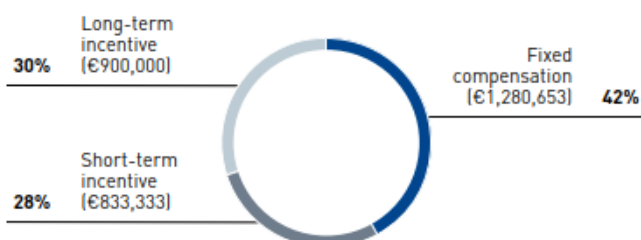
In the case of the CEO, the share of fixed remuneration (fixed annual salary, pension expenses, and fringe benefits) equaled approximately 42% of the target total remuneration and the share of variable target remuneration approximately 58% for 2023. In the case of the CFO, the share of fixed remuneration was approximately 47% of the target total remuneration and the share of variable target remuneration approximately 53%.

With regard to the remuneration granted and owed for 2023 as defined in Section 162 of the German Stock Corporation Act, the share of fixed remuneration (fixed annual salary plus fringe benefits) was approximately 39% of the total remuneration and the share of variable remuneration approximately 61% of the total remuneration for the CEO. In the case of the CFO, the share of fixed remuneration was approximately 41% of the total remuneration and the share of variable remuneration approximately 59%.

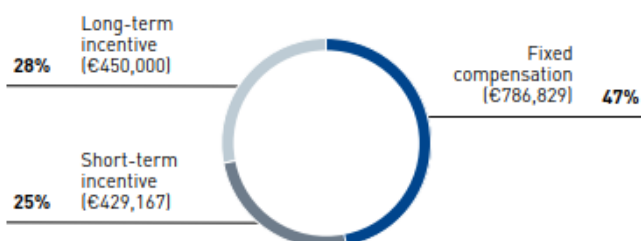
The shares accounted for by the fixed remuneration, the STI (target amount) and the LTI (target amount) in the target total remuneration for 2023 are shown in figure 3.14. For the CEO, the share of the STI (target amount) in the variable target total remuneration thus stood at approximately 48% and the share of the LTI (target amount) at approximately 52% of the variable target total remuneration. In the case of the CFO, the share of the STI (target amount) in the variable target total remuneration stood at approximately 49% and the share of the LTI (target amount) at approximately 51% of the variable target total remuneration.

### 3.14 Percentage shares of the remuneration components (target remuneration)

SHARES OF REMUNERATION COMPONENTS -  
CEO



SHARES OF REMUNERATION COMPONENTS -  
CFO



### Comparison of annual changes in the remuneration of the Board of Management

In structuring the remuneration system and determining the remuneration 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 defined “senior managers” and “the workforce” consistently with the previous years in accordance with the recommendations of the German Corporate Governance Code. In comparing the remuneration of the members of the Board of Management with that of senior managers and the workforce, it also performed a detailed analysis to ensure 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. It should be noted that the remuneration of the members of the Board of Management is not adjusted annually. In order to ensure a development that is still in line with the market and adequate in comparison with senior managers and the workforce, higher increases than in the case of annual adjustments may be necessary in the years in which the remuneration of the members of the Board of Management is increased. Moreover, the Supervisory Board regularly performs a review to ensure consistency between the remuneration and fringe benefit systems for the members of the Board of Management on the one hand and senior managers and the workforce on the other in order to support the strategic orientation and management of Dürr AG and its companies.

Table 3.15 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 disclosed 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 financial year. Where members of the Board of Management were only remunerated on a time-proportionate basis in individual financial years, i.e. because their appointment commenced during the year, the remuneration for that financial 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, the annual financial statements of Dürr AG are of only secondary importance for the management of the Group.

### ***3.15 Comparison of the annual change in the remuneration of the Board of Management with earnings and employee salaries over time***

Annual change	Percentage change in 2023 over 2022	Percentage change in 2022 over 2021	Percentage change in 2021 over 2020	Percentage change in 2020 over 2019	Percentage change in 2019 over 2018
<b>REMUNERATION OF THE BOARD OF MANAGEMENT</b>					
Dr. Jochen Weyrauch (CEO from January 1, 2022, date of appointment: January 1, 2017)	+21.9%	+32.2% <sup>1</sup>	+51.1%	-9.7%	-19.5%
Dietmar Heinrich (CFO from August 1, 2020)	+30.9%	-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%
Pekka Paasivaara <sup>2</sup> (date of appointment: January 1, 2019, date of withdrawal: December 31, 2020)	-	-	-	+284.8%	-
Carlo Crosetto <sup>3</sup> (date of appointment: March 1, 2017, date of withdrawal: February 29, 2020)	-	-	-	-38.0%	+17.6%
<b>BUSINESS PERFORMANCE OF THE DÜRR GROUP</b>					
EBIT (IFRS financial statements)	-7%	+17%	+1,480%	-94%	-16%
Net profit for Dürr AG (annual financial statements of Dürr AG under German GAAP)	-76%	-23%	+478%	-171%	-60%
<b>AVERAGE SALARIES OF EMPLOYEES OVER TIME</b>					
Salaries of all employees (global) over time	+6.2%	+8.1%	+0.7%	-4.9%	+2.9%
Average personnel expenses (global) in € k <sup>4</sup>	2023: 75	2022: 71	2021: 66	2020: 65	2019: 68

<sup>1</sup> The increase in Dr. Weyrauch's remuneration in 2022 is largely due to the fact that he was appointed CEO of Dürr AG on January 1, 2022.

<sup>2</sup> Including remuneration for the remaining terms of the service contracts with Dürr AG and HOMAG Group AG.

<sup>3</sup> Benefits received under all ongoing LTI tranches upon the termination of the Board of Management service contract in 2019.

<sup>4</sup> 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; 2023: acquisition of BBS Automation Group and Amalis Group SAS) 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 2023 following the revision of the remuneration system, as announced in the 2022 remuneration report. This entailed a comparison of the (planned) remuneration with the current market practices of comparable companies (MDAX excluding financial sector and defined peer group). The Supervisory Board came to the conclusion that the amount of the remuneration paid to the Board of Management generally corresponds to market practice, but that an adjustment within the range of market practice is reasonable and justifiable 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 pension 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 (primarily mechanical and plant engineering companies as well as automotive suppliers and engineering service providers). As well as this, a further comparison is made with companies listed in the MDAX (excluding the financial sector). 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. In 2023, this horizontal and vertical comparison (the latter carried out only for senior management under the remuneration review) was performed by an external consulting firm.



Based on the results of the remuneration review, the remuneration of the CEO and the CFO was adjusted with effect from January 1, 2024. Due to the adjustment of the LTI amount, the new remuneration places a greater focus on the Group's long-term development (see table 3.16). At the same time, the adjustment to the amount of remuneration for the CEO places the company slightly above the median of the MDAX peer group with 115% (median target total remuneration €3,097,000; 3rd quartile target total remuneration €4,839,000). The adjustment covers the period up to the end of 2026.

### 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, which is the maximum permitted by law. Following his appointment as new CEO, Dr. Weyrauch received a service contract with a term from January 1, 2022, until December 31, 2026. Dürr AG's Supervisory Board renewed until September 30, 2026, the service contract with CFO Dietmar Heinrich, which had originally been due to expire on July 31, 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. If the appointment of a member of the Board of Management is revoked for good cause in accordance with Section 84 (4) of the German Stock Corporation Act and this also constitutes good cause for the immediate dismissal of the member of the Board of Management in accordance with Section 626 of the German Civil Code, the service contract will automatically terminate. Please also note the information provided in the Section entitled "Disclosures pursuant to Sections 289a and 315a of the German Commercial Code" in the combined management report.

### 3.16 Target remuneration for Dr. Jochen Weyrauch and Dietmar Heinrich from January 1, 2024

		DR. JOCHEN WEYRAUCH CEO Date of appointment: January 1, 2017				DIETMAR HEINRICH CFO Date of appointment: August 1, 2020			
€		2023	2023 (in %)	2024	2024 (in %)	2023 <sup>1</sup>	2023 (in %)	2024	2024 (in %)
Non-performance-related components	Basic remuneration (fixed remuneration)	1,000,000	37	1,150,000	36	640,000	37	650,000	36
	Fringe benefits (benefits in kind, advances toward insurance, etc.)	30,653	1	30,653 <sup>2</sup>	1	15,996	1	15,996 <sup>2</sup>	1
	<b>Total</b>	<b>1,030,653</b>	<b>38</b>	<b>1,180,653</b>	<b>37</b>	<b>655,996</b>	<b>38</b>	<b>665,996</b>	<b>37</b>
Performance-related components	One-year variable remuneration (STI)	833,333	25	960,000	27	470,000	25	480,000	27
	Multi-year variable remuneration (LTI)	900,000	28	1,100,000	27	480,000	28	485,833 <sup>3</sup>	27
	<b>Total</b>	<b>1,733,333</b>	<b>53</b>	<b>2,060,000</b>	<b>54</b>	<b>950,000</b>	<b>53</b>	<b>965,833</b>	<b>54</b>
<b>Total</b>		<b>2,763,986</b>	<b>91</b>	<b>3,240,653</b>	<b>91</b>	<b>1,605,996</b>	<b>91</b>	<b>1,631,829</b>	<b>91</b>
Pension expense		250,000	9	322,000	9	160,000	9	162,500	9
<b>Total remuneration</b>		<b>3,013,986</b>		<b>3,562,653</b>		<b>1,765,996</b>		<b>1,794,329</b>	
<b>Ratio of fixed to variable remuneration</b>		<b>74%</b>		<b>73%</b>		<b>86%</b>		<b>86%</b>	

<sup>1</sup> The figures for 2023 relate to the target remuneration under the service contract from August 1, 2023.

<sup>2</sup> Assumption: same non-cash benefits as in 2023 (CEO €653, CFO €396).

<sup>3</sup> Pro rata value until September 30, 2026 due to reaching the age limit of 63 years set by the Supervisory Board for members of the Executive Board.

### Outlook for the remuneration system in 2024

Dürr AG's Supervisory Board established the criteria and targets for the performance-related variable remuneration components at the beginning of 2024 (see table 3.17).



### 3.17 2024 targets for short-term incentive (short-term remuneration component)

Target	Operating EBIT margin	Free Cashflow (FCF)	ESG target(s)	Strategy target(s)																																
Weighting in %	40%	30%	15%	15%																																
Definition	Operating EBIT margin defined as the ratio of operating EBIT to adjusted sales of the Dürr Group	Free cash flow is the freely available cash flow and shows the funds remaining to pay a dividend or make acquisitions.	ESG targets (Weighting each 50 %): - Customer satisfaction: Dürr Promoter Score (DPS) – representative survey - Work-related accidents (incident rate) per 1,000,000 working hours	OneDürrGroup program: Successful, timely implementation of the key milestones defined in the respective project plans for 2024																																
Determination of target achievement	<table><tr><th>Operating EBIT margin</th><th>Target achievement</th></tr><tr><td>≤ 2.9%</td><td>0%</td></tr><tr><td>4.9%</td><td>100%</td></tr><tr><td>≥ 5.9%</td><td>200%</td></tr></table>	Operating EBIT margin	Target achievement	≤ 2.9%	0%	4.9%	100%	≥ 5.9%	200%	<table><tr><th>Free Cashflow</th><th>Target achievement</th></tr><tr><td>€k -200,000</td><td>0%</td></tr><tr><td>€0</td><td>100%</td></tr><tr><td>€k 100,000</td><td>200%</td></tr></table>	Free Cashflow	Target achievement	€k -200,000	0%	€0	100%	€k 100,000	200%	<table><tr><th>Customer satisfaction</th><th>Target achievement</th></tr><tr><td>DPS = 6.00 points</td><td>0%</td></tr><tr><td>DPS = 7.68 points</td><td>100%</td></tr><tr><td>DPS = 9.00 points</td><td>200%</td></tr></table>	Customer satisfaction	Target achievement	DPS = 6.00 points	0%	DPS = 7.68 points	100%	DPS = 9.00 points	200%	<table><tr><th>OneDürrGroup program</th><th>Target achievement</th></tr><tr><td>+3 months</td><td>0%</td></tr><tr><td>+1 months</td><td>100%</td></tr><tr><td>-1 months</td><td>200%</td></tr></table>	OneDürrGroup program	Target achievement	+3 months	0%	+1 months	100%	-1 months	200%
Operating EBIT margin	Target achievement																																			
≤ 2.9%	0%																																			
4.9%	100%																																			
≥ 5.9%	200%																																			
Free Cashflow	Target achievement																																			
€k -200,000	0%																																			
€0	100%																																			
€k 100,000	200%																																			
Customer satisfaction	Target achievement																																			
DPS = 6.00 points	0%																																			
DPS = 7.68 points	100%																																			
DPS = 9.00 points	200%																																			
OneDürrGroup program	Target achievement																																			
+3 months	0%																																			
+1 months	100%																																			
-1 months	200%																																			
			<table><tr><th>Work-related incidents</th><th>Target achievement</th></tr><tr><td>≥ 20 incidents</td><td>0%</td></tr><tr><td>11 incidents</td><td>100%</td></tr><tr><td>≤ 5 incidents</td><td>200%</td></tr></table>	Work-related incidents	Target achievement	≥ 20 incidents	0%	11 incidents	100%	≤ 5 incidents	200%																									
Work-related incidents	Target achievement																																			
≥ 20 incidents	0%																																			
11 incidents	100%																																			
≤ 5 incidents	200%																																			

The criteria for the ESG targets in the STI for 2024 will be explained in the 2024 remuneration report. The 2024 remuneration report will also set out target achievement transparently and present in detail the specific method for the calculation of the amount accruing under the STI.

### 3.18 2024 targets for long-term incentive (long-term remuneration component)

Target	Operating EBIT margin	TSR	ESG																								
Weighting in %	40%	40%	20%																								
Definition	Average target achievement of the operating EBIT margin for the three financial years	Total shareholder return (TSR) of Dürr AG in relation to the TSR of a defined peer group	ISS ESG Corporate Rating Assessment of ESG performance • based on cross-industry and cross-sectoral indicators • based on a 12-point system																								
Determination of target achievement	<table><tr><th>Ø Operating EBIT margin</th><th>Target achievement</th></tr><tr><td>≤ 2.5%</td><td>0%</td></tr><tr><td>5.7%</td><td>100%</td></tr><tr><td>≥ 8.0%</td><td>200%</td></tr></table>	Ø Operating EBIT margin	Target achievement	≤ 2.5%	0%	5.7%	100%	≥ 8.0%	200%	<table><tr><th>Deviation</th><th>Target achievement</th></tr><tr><td>≤ 25%-points</td><td>0%</td></tr><tr><td>0%-points</td><td>100%</td></tr><tr><td>≥ 25%-points</td><td>200%</td></tr></table>	Deviation	Target achievement	≤ 25%-points	0%	0%-points	100%	≥ 25%-points	200%	<table><tr><th>Scale</th><th>Target achievement</th></tr><tr><td>≤ C</td><td>0%</td></tr><tr><td>C+</td><td>100%</td></tr><tr><td>≥ B-</td><td>200%</td></tr></table>	Scale	Target achievement	≤ C	0%	C+	100%	≥ B-	200%
Ø Operating EBIT margin	Target achievement																										
≤ 2.5%	0%																										
5.7%	100%																										
≥ 8.0%	200%																										
Deviation	Target achievement																										
≤ 25%-points	0%																										
0%-points	100%																										
≥ 25%-points	200%																										
Scale	Target achievement																										
≤ C	0%																										
C+	100%																										
≥ B-	200%																										

## Remuneration of the Supervisory Board

### Remuneration system for the Supervisory Board in 2023

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.

The activities performed by the Supervisory Board are continuing to grow in importance. At the same time, it is being required to accumulate more and more expertise in specific areas. To ensure the efficient organization of its work, this prompted the Supervisory Board to look at ways in which individual members can be supported in addressing in detail certain complex topics that are of particular importance for the activities of the Supervisory Board in such a way that they are able to contribute their expertise at the meetings of the Supervisory Board and its committees. As a result, the Supervisory Board decided to make it possible for individual members to be named as experts on specific matters. In this role, they are required to deal more closely and in greater detail with the matters assigned to them and contribute their expertise. Sustainability (ESG – environmental, social, governance) was identified as the first area in which an expert should be appointed due to its particular importance for the activities of the Supervisory Board. Accordingly, Dr. Anja Schuler was elected as sustainability expert with effect from January 1, 2023.

Due to the additional time requirements placed on such experts, the Board of Management and the Supervisory Board considered it appropriate to offer such experts additional remuneration. Although there are no changes as such to the remuneration system for the Supervisory Board, which is otherwise to be adopted in the form approved at the annual general meeting on May 13, 2022, it was supplemented in 2023 with the inclusion of separate expert remuneration. Article 15 of the Articles of Incorporation was amended to reflect this. In this connection, it was also clarified that the members of the Supervisory Board can be included in the financial loss liability insurance taken out in the interests of the company for members of the Board of Management and certain employees. The Articles of Incorporation were also amended to reflect this.

The revised remuneration system for the Supervisory Board was approved by a majority of 99.89% of the votes cast at the annual general meeting on May 12, 2023, 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. If an expert topic is assigned, additional expert remuneration is paid (see Table 3.19).

### 3.19 Components of the Supervisory Board remuneration

Current Remuneration System					
Fixed remuneration					
Member €56,000		Deputy Chair €84,000		Chair €168,000	
Committee remuneration					
Audit Committee		Personnel Committee		Nominating Committee per session	
Member €9,000	Chair €27,000	Member €5,000	Chair €15,000	Member €2,500	Chair €3,750
Expert remuneration					
€11,000					
Attendance fee (except Nominating Committee)					
Member €2,000			Chair €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 other Deputy Chair receive one-and-a-half times the aforementioned amount.

**Remuneration for activities on a committee of the Supervisory Board and on an expert topic**

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 Deputy Chairs one-and-a-half times that amount. However, 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. Experts elected by the Supervisory Board from among its number receive additional remuneration of €11,000 per year.

**Due date and time-proportionate payment**

The entire remuneration, including attendance fees, is due for payment once a year after the date of the annual general meeting of the following financial 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 by the company.

***3.20 “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	Expert remuneration	Attendance fee	Total
<b>Gerhard Federer<sup>1</sup></b>	<b>2023</b>	<b>198,000</b>	<b>43,500</b>	<b>0</b>	<b>89,000</b>	<b>330,500</b>
Chair						
Personnel Committee/Executive Committee (Chair)						
Audit Committee						
Mediation Committee (Chair)						
Nominating Committee (Chair)	2022	198,000	33,750	0	78,000	309,750
<b>Hayo Raich<sup>1, 2</sup></b>	<b>2023</b>	<b>87,000</b>	<b>5,000</b>	<b>0</b>	<b>28,600</b>	<b>120,600</b>
Deputy Chair						
Personnel Committee/Executive Committee (Deputy Chair)						
Mediation Committee (Deputy Chair)	2022	87,000	5,000	0	26,600	118,600
<b>Arnd Zinnhardt<sup>2</sup></b>	<b>2023</b>	<b>74,667</b>	<b>27,000</b>	<b>0</b>	<b>36,000</b>	<b>137,667</b>
Additional Deputy Chair (from May 12, 2023)						
Audit Committee (Chair)	2022	56,000	27,000	0	25,000	108,000
<b>Richard Bauer (until May 12, 2023)</b> (Second Deputy Chair)	<b>2023</b>	<b>35,000</b>	<b>2,083</b>	<b>0</b>	<b>8,000</b>	<b>45,083</b>
Personnel Committee/Executive Committee						
Mediation Committee						
Nominating Committee	2022	84,000	5,000	0	28,000	117,000
<b>Mirko Becker<sup>2</sup></b>	<b>2023</b>	<b>56,000</b>	<b>9,000</b>	<b>0</b>	<b>32,000</b>	<b>97,000</b>
Audit Committee	2022	56,000	9,000	0	22,000	87,000
<b>Dr. Rolf Breidenbach</b>	<b>2023</b>	<b>56,000</b>	<b>3,333</b>	<b>0</b>	<b>28,000</b>	<b>87,333</b>
Personnel Committee (from May 12, 2023)	2022	56,000	0	0	16,000	72,000
<b>Prof. Dr. Dr. Alexandra Dürr</b>	<b>2023</b>	<b>56,000</b>	<b>14,000</b>	<b>0</b>	<b>28,000</b>	<b>98,000</b>
Audit Committee						
Nominating Committee	2022	56,000	11,500	0	18,000	85,500
<b>Carmen Hettich-Günther<sup>1, 2</sup></b>	<b>2023</b>	<b>76,000</b>	<b>13,500</b>	<b>0</b>	<b>37,000</b>	<b>126,500</b>
Mediation Committee	2022	76,000	10,500	0	33,000	119,500
<b>Thomas Hohmann</b>	<b>2023</b>	<b>56,000</b>	<b>9,000</b>	<b>0</b>	<b>32,000</b>	<b>97,000</b>
Audit Committee (from 29.09.2021)	2022	56,000	9,000	0	22,000	87,000
<b>Dr. Anja Schuler<sup>1</sup></b>	<b>2023</b>	<b>66,000</b>	<b>4,500</b>	<b>11,000</b>	<b>36,000</b>	<b>117,500</b>
Sustainability Expert (from January 1, 2023)	2022	66,000	3,000	0	24,000	93,000
<b>Dr. Martin Schwarz-Kocher<sup>2</sup></b>	<b>2023</b>	<b>56,000</b>	<b>9,000</b>	<b>0</b>	<b>32,000</b>	<b>97,000</b>
Audit Committee	2022	56,000	9,000	0	22,000	87,000
<b>Dr. Astrid Ziegler<sup>2</sup></b>	<b>2023</b>	<b>56,000</b>	<b>5,000</b>	<b>0</b>	<b>30,000</b>	<b>91,000</b>
Personnel Committee/Executive Committee	2022	56,000	5,000	0	28,000	89,000
<b>Dr. Markus Kerber (from May 12, 2023)</b>	<b>2023</b>	<b>37,333</b>	<b>0</b>	<b>0</b>	<b>12,000</b>	<b>49,333</b>
Mediation Committee						
Nominating Committee	2022	0	0	0	0	0
<b>Total</b>	<b>2023</b>	<b>910,000</b>	<b>144,917</b>	<b>11,000</b>	<b>428,600</b>	<b>1,494,517</b>
	<b>2022</b>	<b>903,000</b>	<b>127,750</b>	<b>0</b>	<b>342,600</b>	<b>1,373,350</b>

<sup>1</sup> Also a member of the Supervisory Board of at least one of these companies: Dürr Systems AG, HOMAG Group AG, HOMAG GmbH. Corresponding remuneration components are included in the amounts stated.

<sup>2</sup> In addition, remuneration of €24,000 was paid for consultancy services provided to iTAC Software AG under a consulting agreement.

<sup>3</sup> 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 3.21 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 change in the average remuneration of the employees compared with the previous year. In addition, average personnel expenses expressed as the ratio of the Dürr Group's total personnel expenses to the number of employees worldwide are indicated. The remuneration granted and owed in the respective financial 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 financial years, i.e. because their appointment commenced during the year, the remuneration for that financial year was extrapolated on the basis of a full year in the interests of comparability. Table 3.22 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. The increase in the remuneration of the Supervisory Board in

comparison with the previous year is mainly due to three additional Supervisory Board meetings for M&A activities as well as the remuneration for the new sustainability expert function. 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 only secondary importance for the management of the Group.

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

Percentage change	2023 over 2022	2022 over 2021	2021 over 2020	2020 over 2019	2019 over 2018	2018 over 2017
<b>CHANGE IN SUPERVISORY BOARD REMUNERATION</b>						
<b>Gerhard Federer<sup>1,2</sup></b> 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	+7%	+6%	+62%	+20%	+15%	+2%
<b>Karl-Heinz Streibich</b> 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%
<b>Hayo Raich<sup>1</sup></b> Deputy Chair of the Supervisory Board Personnel Committee: Member	+2%	+12%	+28%	-17%	-2%	-5%
<b>Arnd Zinnhardt (from May 28, 2020)</b> Additional Deputy Chair of the Supervisory Board from May 12, 2023 Audit Committee: Chairman from May 28, 2020	+27%	+7%	+19%	-	-	-
<b>Richard Bauer</b> Additional Deputy Chair of the Supervisory Board until May 12, 2023 Personnel Committee: Member until May 12, 2023 Nominating Committee: Member until May 12, 2023	-2%	+12%	+23%	-8%	-4%	+61%
<b>Mirko Becker</b> Audit Committee: Member	+11%	+7%	+27%	-14%	-1%	-7%
<b>Dr. Rolf Breidenbach</b> Personnel Committee: Member from May 12, 2023	+21%	+11%	+33%	-18%	-4%	-
<b>Prof. Dr. Dr. Alexandra Dürr</b> Audit Committee: Member Nomination Committee: Member	+15%	+4%	+21%	-7%	-2%	-11%
<b>Carmen Hettich-Günther<sup>1,3</sup></b>	+6%	-2%	+16%	-21%	+3%	+3%
<b>Thomas Hohmann</b> Audit Committee: Member from September 29, 2021	+11%	+25%	+45%	-19%	-4%	-7%
<b>Dr. Anja Schuler<sup>4</sup></b> Sustainability Expert from January 1, 2023	+26%	-2%	+18%	-9%	+2%	-3%
<b>Dr. Martin Schwarz-Kocher</b> Audit Committee: Member	+11%	+7%	+31%	-17%	-1%	-7%
<b>Dr. Astrid Ziegler</b> Personnel Committee: Member from May 4, 2016	+2%	+22%	+24%	-15%	-1%	-5%
<b>Dr. Markus Kerber (from May 12, 2023)</b> Nomination Committee: Member from May 12, 2023	-	-	-	-	-	-
<b>BUSINESS PERFORMANCE OF THE DÜRR GROUP</b>						
EBIT (IFRS financial statements)	-7%	+17%	+1,480%	-94%	-16%	-19%
Net profit for Dürr AG (annual financial statements of Dürr AG under German GAAP)	-76%	-23%	+478%	-171%	-60%	-28%
<b>AVERAGE SALARIES OF EMPLOYEES OVER TIME</b>						
Salaries of all employees (global) over time	+6.2%	+8.1%	+0.7%	-4.9%	+2.9%	+0.5%
	2023	2022	2021	2020	2019	2018
Average personnel expenses (global) in € k <sup>4</sup>	75	71	66	65	68	67

<sup>1</sup> Also a member of the Supervisory Board of at least one of these companies: Dürr Systems AG, HOMAG Group AG, HOMAG GmbH.

<sup>2</sup> 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.

<sup>3</sup> Deputy Chair of the Supervisory Board of HOMAG Group AG from September 28, 2017.

<sup>4</sup> 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; 2023: acquisition of BBS Automation Group and Amalis Group SAS) and personnel expenses of the Board of Management of Dürr AG.

### 3.22 Comparison of the remuneration of the Supervisory Board with the collective bargaining index in Germany over time

	2023	2022	2021	2020	2019	2018	2017
Total remuneration for Supervisory Board activities in domestic group companies (€ k)	1,495	1,373	1,271	1,002	1,161	1,150	1,220
Remuneration of the Supervisory Board of Dürr AG (€ k)	1,336	1,233	1,097	854	1,000	1,010	1,097
Dürr AG Supervisory Board remuneration index (2016 base year)	122.0	112.6	100.2	78.0	91.3	92.2	100.2
Collective bargaining index <sup>1</sup>	117.8	114.2	112.0	110.7	108.6	105.5	102.6

<sup>1</sup> Total economy, collective bargaining index - monthly earnings with special payments, Federal Statistical Office (Destatis), 2024.

### Outlook for Supervisory Board remuneration in 2024

No changes are planned for the remuneration system for the Supervisory Board in 2024.

Bietigheim-Bissingen, March 19, 2024  
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

### REPORT OF THE INDEPENDENT AUDITOR

To Dürr Aktiengesellschaft, Stuttgart/Germany

We have audited the accompanying remuneration report of Dürr Aktiengesellschaft, Stuttgart/Germany, ("the Company") for the reporting period from January 1 to December 31, 2023, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG).

### RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND OF THE SUPERVISORY BOARD

The executive directors and the Supervisory Board of Dürr Aktiengesellschaft, Stuttgart/Germany, are responsible for the 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 (i.e., fraudulent financial reporting and misappropriation of assets) or error.

## **AUDITOR'S 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). 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 the audit procedures is subject to the auditor's professional judgment. This includes assessing the risk of material misstatements, 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, 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

## **OTHER MATTER – 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 an auditor's report 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 REPORT**

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 November 17 and 20, 2023 agreed with the Company as well as the "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated January 1, 2017 (IDW-AAB). We assume no responsibility with regard to any third parties.

Stuttgart/Germany, March 19, 2024

**Deloitte GmbH**

Wirtschaftsprüfungsgesellschaft

Jan Bühler  
Wirtschaftsprüfer  
(German Public Auditor)

Anja Lustig  
Wirtschaftsprüferin  
(German Public Auditor)

Bietigheim-Bissingen, March 2024

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

***Please note:***

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