



**Dürr Aktiengesellschaft**  
Registered Office: Stuttgart

WKN 556 520 – ISIN DE 0005565204

**35<sup>th</sup> Annual General Meeting on May 17, 2024**

**Information on shareholders' rights pursuant to Section 121 (3) sentence 3 no. 3  
German Stock Corporation Act**

The notice convening the Annual General Meeting already contains information regarding the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act; the following information serves to provide further explanation of these provisions.

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

In accordance with Section 122 (2) German Stock Corporation Act, shareholders whose aggregate shares equal one twentieth of the capital stock or the pro-rata amount of EUR 500,000 of the capital stock – at Dürr Aktiengesellschaft this corresponds to 195,313 shares – may request that items be added to the agenda and announced accordingly. As the pro-rata amount of EUR 500,000 corresponds at Dürr Aktiengesellschaft to less than 5% of the capital stock, the pro-rata amount of EUR 500,000 is sufficient to exercise the rights arising under Section 122 (2) German Stock Corporation Act. Each new item on the agenda must be accompanied by reasons or a motion for a resolution. In addition, the applicants must furnish evidence to show that they held the necessary minimum number of shares for at least 90 days prior to the date of receipt of the request and that they will hold these shares until a decision has been made concerning the request. A letter of confirmation from the custodian credit institution or from the final intermediary will be sufficient evidence in this regard. The request must be received by the Company at least 30 days prior to the Annual General Meeting; the date of receipt of the request is not to be counted in this regard. Rescheduling deadlines from a Sunday, a Saturday, or a public holiday to a preceding or subsequent working day is not an available option. Accordingly, Sections 187 to 193 German Civil Code shall not apply.

Motions to include new items on the agenda along with reasons, or motions for a resolution must be submitted in writing or in electronic format in accordance with Section 126a German Civil Code (i.e. bearing a qualified electronic signature) and be received by the Company along with the evidence by **Tuesday, April 16, 2024, 12:00h midnight (CEST)**. Motions to include new items on the agenda must be sent to the following address:

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

Email: hv2024@durr.com (bearing a qualified electronic signature).

To the extent that duly received motions to include new items on the agenda require announcement, they will be announced in the notice convening the meeting or otherwise, without undue delay following receipt of the request, in the Federal Gazette. They will also be made 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) and the shareholders notified pursuant to Section 125 (1) sentence 3 German Stock Corporation Act.

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

**Section 122 Convening a meeting at the request of a minority**

- (1) *The general meeting must be convened if shareholders, whose aggregate shareholding amounts to one-twentieth of the capital stock, request in writing that such a meeting be convened, stating the purpose and reasons therefor; such request must be addressed to the board of management. The articles of incorporation may link the right to request that the general meeting be convened to a different form and a lower holding of capital stock. The parties filing the request will provide evidence of the fact that they held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until a decision on the relevant request has been reached by the board of management. Section 121 (7) shall apply mutatis mutandis.*
- (2) *Similarly, shareholders whose aggregate shareholding amounts to one-twentieth of the capital stock, or the pro-rata amount of EUR 500,000, may request that items be placed on the agenda and announced accordingly. Each new item on the agenda must be accompanied by reasons or a motion for a resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days and, in the case of listed companies, at least 30 days, prior to the general meeting; the date of receipt is not to be counted in this regard.*
- (3) *If the request is not complied with, the court may authorize the shareholders who have made the request to convene the general meeting or to announce the agenda item. At the same time, the court may appoint the chairperson of the general meeting. The authorization by the court must be indicated in the notice convening the general meeting or in the announcement. A complaint may be lodged against the decision. The parties filing the request must prove that they will continue to hold the shares until the court issues its decision.*
- (4) *The company bears the costs of the general meeting and, in the case referred to in*

subsection (3), also the court costs if the court upholds the request.

**Section 124 Announcement of requests for new items to be placed on the agenda; proposals for resolutions (extract)**

- (1) *Where a minority has requested that items be placed on the agenda pursuant to Section 122 (2), these must be announced either in the notice convening the general meeting or otherwise without undue delay following receipt of the request. Section 121 (4) shall apply mutatis mutandis; in the case of listed companies Section 121 (4a) shall apply mutatis mutandis. Announcement and delivery must take place in the same way as for the notice convening the general meeting.*

**Section 124a Publications on the company's website (sentence 2)**

*A request made by shareholders pursuant to Section 122 (2), that is received by the company after the general meeting has been convened, must be made accessible in like manner without undue delay after it has been received by the company.*

**Section 121 General (extract)**

- (7) *In the case of periods and deadlines that are counted backwards from the date of the general meeting, the date of the meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a public holiday to a preceding or subsequent working day is not an available option. Accordingly, Sections 187 to 193 German Civil Code shall not be applied. In the case of non-listed companies, the Articles of Incorporation may provide for a different calculation of the relevant period.*

**Section 70 Calculating the shareholding period**

*If the exercise of rights derived from company stock is contingent upon whether the shareholder was the holder of the stock during a specified period, then such ownership will be equivalent to a right to claim transfer of title vis-à-vis a credit institution, a financial services provider, a securities institution or an enterprise operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act (Kreditwesengesetz). The ownership period of a predecessor-in-title shall be attributed to the shareholder if they have acquired the stock gratuitously, or from their trustee, or as a universal successor-in-title, or in connection with the dissolution of a community of interests or under a portfolio transfer pursuant to Section 13 German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Section 14 of the German law on building societies (Gesetzes über Bausparkassen).*

**2. Motions and nominations by shareholders (Sections 126 (1) and 127 German Stock Corporation Act (AktG))**

Shareholders may submit motions on specific items on the agenda (cf. Section 126 German Stock Corporation Act); this also applies to nominations for the election of Supervisory Board members or of auditors (cf. Section 127 German Stock Corporation Act).

Motions submitted by shareholders, including the respective shareholder's name, the reasons for the motion and any statement by management, are to be made accessible to the relevant entitled persons set out in Section 125 (1) to (3) German Stock

Corporation Act subject to the terms and conditions listed therein, provided that the shareholder has sent a counter-motion to the address shown below opposing a proposal of the Board of Management and/or the Supervisory Board regarding a particular item on the agenda, including reasons, no later than 14 days prior to the general meeting of the Company. The date of receipt is not to be counted in this regard. Last possible date of receipt is therefore **Thursday, May 2, 2024, 12:00h midnight (CEST)**. Countermotions from shareholders need not be made accessible where one of the exemptions pursuant to Section 126 (2) German Stock Corporation Act applies (the wording of the relevant provision is set out below).

The same applies mutatis mutandis with regard to making election nominations accessible. Unlike other motions submitted by shareholders (countermotions), no reasons need to be stated for nominations submitted by shareholders for the election of Supervisory Board members or auditors. The Board of Management does not need to make any nominations accessible which relate to the election of Supervisory Board members and auditors if such nominations do not contain the name, the practiced profession and the place of residence of the candidates nominated, or, in the case of a legal entity, its corporate name and registered office, and, in the case of nominations for the election of Supervisory Board members, if no information has been provided about their membership of other statutory supervisory boards required to be constituted by law. Information on their membership of comparable German or foreign supervisory bodies of commercial enterprises should be attached.

Pursuant to Section 126 (2) sentence 2 German Stock Corporation Act, reasons for counter motions, and in the case of election nominations, reasons for nominations, need not be made accessible if they contain more than 5,000 characters in total. If several shareholders file countermotions in respect of the same item to be resolved upon, or if they submit the same election nominations, the Board of Management may combine such countermotions or nomination proposals as well as the reasons for them.

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

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

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

These must have been received no later than **Thursday, May 2, 2024, 12:00h midnight (CEST)**.

The Board of Management will add the following information to nominations, submitted by shareholders for the election of Supervisory Board members, that are to be made accessible:

1. Reference to the requirements of Section 96 (2) German Stock Corporation Act,
2. Information on whether an objection was raised against fulfilment of the minimum

ratio requirement pursuant to Section 96 (2) sentence 3 German Stock Corporation Act, and

3. Information on the minimum number of seats on the Supervisory Board that must be filled by women and men, respectively, to comply with the minimum ratio requirement pursuant to Section 96 (2) sentence 1 German Stock Corporation Act.

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

**Section 126 Motions submitted by shareholders (extract)**

- (1) *Motions submitted by shareholders, including the respective shareholder's name, the reasons for the motion and any statement by management, are to be made accessible to the relevant entitled persons set forth in Section 125 (1) to (3), provided that the shareholder sent a counter-motion, to the relevant address indicated in the convening notice, opposing a proposal of the board of management and the supervisory board with respect to a particular item on the agenda, including the reasons, no later than 14 days prior to the meeting of the company. The date of receipt is not to be counted in this regard. In the case of listed companies, the aforementioned motions must be made accessible on the company's website. Section 125 (3) applies mutatis mutandis.*
- (2) *A countermotion and the reasons therefor need not be made accessible if,*
  1. *in doing so, the board of management would become criminally liable,*
  2. *the countermotion would result in the general meeting adopting a resolution which is illegal or violates the articles of incorporation,*
  3. *the reasons contain statements which are manifestly false or misleading in material respects or which are libelous,*
  4. *a countermotion of such shareholder based on the same facts has already been made accessible to the general meeting of the company pursuant to Section 125,*
  5. *the same countermotion of such shareholder with essentially identical reasons has already been made accessible to at least two general meetings of the company pursuant to Section 125 within the past five years and less than one-twentieth of the represented capital stock voted in favor of such counter-motion at such general meetings,*
  6. *the shareholder indicates that they will neither attend nor be represented at the general meeting, or*
  7. *at two general meetings within the past two years the shareholder has failed to propose, either himself/herself or by proxy, a countermotion communicated by him or her.*

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

- (3) *If several shareholders file countermotions in respect of the same item to be resolved upon, the Board of Management may combine such countermotions and the respective reasons.*

## **Section 127 Nominations submitted by shareholders**

Section 126 applies *mutatis mutandis* to the nomination by shareholders of supervisory board members or external auditors. No reasons need be specified for the nomination. The board of management is also under no obligation to make the nomination accessible in cases where it does not contain the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The board of management is required to add the following information to nominations by shareholders of candidates to the supervisory board of listed companies to which the Co-determination Act, the Co-determination Act for the Coal and Steel Industry or the Supplementary Co-determination Act is applicable:

1. Reference to the requirements of Section 96 (2),
2. Information on whether an objection was raised against fulfilment of the minimum ratio requirement pursuant to Section 96 (2) sentence 3, and
3. Information on the minimum number of seats on the supervisory board that need to be filled by women and men, respectively, to comply with the minimum ratio requirement pursuant to Section 96 (2) sentence 1.

## **Section 124 Announcement of requests for additional items to be placed on the agenda; proposals for resolutions (extract)**

- (3) [sentence 4:] The nominations of supervisory board members or auditors shall state their names, practiced profession, and place of residence.

## **Section 125 Notifications to shareholders and supervisory board members**

- (1) The board of management of a company that has not exclusively issued registered shares must notify the following parties that the general meeting is being convened, at least 21 days prior to the meeting:
  1. intermediaries acting as depositories of the shares of the company,
  2. shareholders and intermediaries that have requested notification, and
  3. shareholders' associations that have requested notification or that exercised voting rights at the last general meeting.

The date of notification is not to be counted in this regard. If the agenda is to be amended in accordance with Section 122 (2), listed companies must be notified of such amended agenda. The notification shall indicate the possibility of exercising voting rights by proxy, and by a shareholders' association. In the case of listed companies, any nomination of supervisory board members must be accompanied by details of their membership of other supervisory boards required to be constituted by law; information on their membership of comparable German or foreign supervisory bodies of commercial enterprises is required to be enclosed or attached.
- (2) The board of management of a company that has issued registered shares must send the same notification to those entered in the share register by the beginning of the 21st day prior to the general meeting as well as to the shareholders and intermediaries that have requested notification and to the shareholders' associations that have requested notification or that exercised voting rights at the last general meeting.
- (3) Each member of the supervisory board may request the board of management to send them the same notification.
- (4) Upon request, each member of the supervisory board and each shareholder shall be notified of the resolutions adopted at the general meeting.
- (5) The content and format of the minimum amount of information in the notifications specified

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

### **3. Right to information pursuant to Section 131 (1) German Stock Corporation Act (AktG)**

Upon request, the Board of Management must inform each shareholder at the General Meeting about matters pertaining to the company insofar as this is required in order to appropriately assess the item of business on the agenda and provided there is no right to refuse the information. The obligation to provide information also covers the company's legal and business relations with an affiliated enterprise. Where a Company avails itself of the concessions pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 German Commercial Code (HGB), then each shareholder may request that, at the General Meeting deliberating on the annual financial statements, they be provided with the annual financial statements in the form that they would have taken without these concessions. The obligation of the Board of Management of a parent company to provide information (Section 290 (1) and (2) German Commercial Code (HGB)) at the General Meeting to which the consolidated financial statements and the consolidated management report are submitted, also covers the situation of the group and the enterprises included in the consolidated financial statements. The information provided must comply with the principles of conscientious and faithful accounting.

The Board of Management may refuse a request for information subject to the conditions specified in Section 131 (3) German Stock Corporation Act (AktG). (The wording of the provisions is set out below.) Refusal to provide information for any other reason is not permitted.

Where information has been provided to a shareholder because of his or her capacity as such, and this was done outside the General Meeting, the information must also be provided to every other shareholder requesting it at the General Meeting, even if such information is not required in order to appropriately assess the item of business on the agenda. In this case, the Board of Management is not entitled to refuse to provide the information pursuant to subsection Section 131 (3), sentence 1, nos. 1 to 4.

Where a shareholder's request for information is refused, the shareholder may require that their question and the reasons for refusing to provide the information be included in the notarized minutes of the meeting.

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

#### **Section 131 Shareholder's right to request information (extract)**

(1) *Where a corresponding request is made, the board of management shall provide each*

shareholder at the general meeting with information on matters pertaining to the company insofar as this is required in order to appropriately assess the item of business on the agenda. The obligation to provide information shall also extend to include the company's legal and business relations with an affiliated enterprise. Where a company avails itself of the concessions pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 German Commercial Code (HGB), then each shareholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to him or her in the form that they would have taken without such concessions. The obligation of the board of management of a parent company to provide information (Section 290 (1) and (2) German Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

- (2) *The information provided must be consistent with the principles of conscientious and faithful accounting. The articles of incorporation or rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak and may also authorize them to make further determinations concerning the details in this regard.*
- (3) *The board of management may refuse a request for information:*
  1. *insofar as the provision of the information, when assessed according to prudent business judgement, is likely to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
  2. *insofar as it refers to tax valuations or the amount of individual taxes;*
  3. *regarding the difference between the value at which items have been stated on the balance sheet and a higher value of such items, unless the general meeting approves and establishes the annual financial statement;*
  4. *regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes to the accounts in order to give a true and fair view of the company's net assets, financial position and results of operations in keeping with its actual circumstances within the meaning of Section 264 (2) German Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual financial statements;*
  5. *insofar as the board of management would become criminally liable were it to provide the information;*
  6. *insofar as, in the case of a credit institution, financial services provider or securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
  7. *insofar as such information is continuously available on the company's website for at least seven days prior to commencement of the general meeting and while it is in progress.*

*Any refusal to provide information for any reasons other than those set out above is not permitted.*

- (4) *Where information has been provided to a shareholder because of his or her capacity as such, and this was done outside the general meeting, it is to be provided to every other*

shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately assess the item of business set out in the agenda. (...)

The board of management may not refuse to provide the information pursuant to subsection (3), sentence 1, nos. 1 to 4. The sentences 1 to 3 shall not apply if a subsidiary (Section 290 (1) and (2) German Commercial Code (HGB)), a joint venture (Section 310 (1) German Commercial Code (HGB)) or an associated enterprise (Section 311 (1) German Commercial Code (HGB)) issues the information to a parent company (Section 290 (1) and (2) German Commercial Code (HGB)) for the purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) Where a shareholder's request for information is refused, they may require that their question and the reasons for refusing to provide the information be included in the minutes of the meeting. (...)

According to Section 131 (2) sentence 2 German Stock Corporation Act (AktG) in conjunction with Article 19a of the Company's Articles of Incorporation, the chairperson presiding over the Annual General Meeting is authorized to impose reasonable time limits on the right to speak and ask questions for either the entire duration of the Annual General Meeting, for individual agenda items or for individual speakers.

Article 19a of the Articles of Incorporation provides as follows:

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

- (1) The chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in accordance with the following provisions:
- a) If the agenda (including any items of business requested by minorities pursuant to Section 122 German Stock Corporation Act) only provides for resolutions to be adopted on the appropriation of net retained profit, the ratification of the acts of the members of the Board of Management, the ratification of the acts of the members of the Supervisory Board, the election of the independent auditor and the authorization to acquire treasury shares, or some of these items, the chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in such a way that the Annual General Meeting as a whole lasts no longer than six hours. Breaks during the Annual General Meeting, the address by the Board of Management and the comments made by the chairperson before the start of the general debate are not included for the purposes of calculating the duration of the Annual General Meeting.
  - b) If the agenda (including any items of business requested by minorities pursuant to Section 122 German Stock Corporation Act) also provides for resolutions to be adopted on items other than those specified in paragraph a), the chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in such a way that the Annual General Meeting, as a whole, lasts no longer than ten hours. Paragraph a) sentence 2 applies *mutatis mutandis*.
  - c) The chairperson presiding over the Annual General Meeting may limit the speaking and question time of a shareholder to 15 minutes per request to speak and to ten minutes if there are requests to speak from at least three other speakers at the time when permission to speak is granted to the shareholder. The chairperson may limit the speaking and question time of a shareholder during the Annual General Meeting as a

*whole to 45 minutes.*

- d) The chairperson presiding over the Annual General Meeting may impose the limits pursuant to paragraphs a) to c) at any time, including at the beginning of the Meeting.*
  - e) Limits pursuant to the foregoing paragraphs a) to d) are deemed to be reasonable for the purposes of Section 131 (2) sentence 2 German Stock Corporation Act.*
- (2) Irrespective of the right of the chairperson presiding over the Annual General Meeting to limit the right of the shareholders to speak and ask questions in accordance with the provisions of clause (1), the chairperson may close the debate at 10.30 pm on the day of the Annual General Meeting and begin the voting on the items on the agenda. After the debate has been closed, no further questions are permitted in relation to the cases set out in sentence 1.*
- (3) The right of the chairperson presiding over the Annual General Meeting pursuant to statutory provisions or other principles recognized in case law to limit the right of the shareholders to speak and ask questions over and above the provisions of clauses (1) and (2) is not affected by the rules in clauses (1) and (2).*

Bietigheim-Bissingen, March 2024

**Please note:**

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