

Declaration of Compliance of Dürr AG with the German Corporate Governance Code

The Board of Management and Supervisory Board of Dürr Aktiengesellschaft hereby declare pursuant to Section 161 (1) Sentence 1 of the German Stock Corporation Act that since the Declaration of Compliance of October 5, 2022, and the updates of March 15 and April 5, 2023, the recommendations of the Government Commission for the "German Corporate Governance Code", as amended on April 28, 2022 — published in the Federal Gazette on June 27, 2022 — have been and will be complied with, subject to the following exception:

According to Recommendation C.4 of the German Corporate Governance Code, a supervisory board member who is not a member of the board of management of a listed company shall not hold more than a total of five supervisory board positions at non-group listed companies or comparable functions [...]. As already stated in the Update of the Declaration of April 5, 2023, one member of the Supervisory Board, Dr Rolf Breidenbach, did not comply with this recommendation during the declaration period for a short period of time, namely from April 19 until mid-June 2023. This recommendation has been complied with since mid-June 2023.

Under Recommendation G.8 of the German Corporate Governance Code, subsequent changes to the targets or comparison parameters for establishing the variable remuneration components for members of the Board of Management are excluded. However, the remuneration system passed by the Annual General Meeting on May 7, 2021, allows for temporary deviations "if this is necessary in the interests of the company's long-term well-being". As already indicated in the Update of the Declaration of Compliance of June 3, 2022, and stated in the Declaration of October 5, 2022, due to the ongoing COVID 19 pandemic, the lockdown in China, the Ukraine war and significant supply chain issues, the targets originally planned for the 2022 fiscal year, in particular EBIT, were highly unlikely to be achievable and therefore the Supervisory Board decided on June 3, 2022 to slightly adjust the Short Term Incentive (STI) targets for the 2022 fiscal year, specifically to lower the EBIT targets and leave the Free Cash Flow (FCF) and ESG targets unchanged, while lowering the maximum pay-out from 150% to 130% of overall target achievement. The Board of Management members agreed to this. At the end of the 2022 financial year, this deviation from Recommendation G.8 of the German Corporate Governance Code was resolved.

According to Recommendation G.10 of the German Corporate Governance Code, the variable remuneration amounts granted to Board of Management members must be invested predominantly in company shares or granted as share-based remuneration. Long-term

variable remuneration components should only be accessible to Board of Management members after a period of four years. The remuneration system for the Board of Management, passed by the Annual General Meeting on May 7, 2021 deviated and passed by the Annual General Meeting on May 12, 2023 deviates from this. Members of the Board of Management receive a Long Term Incentive (LTI), i.e. long term variable remuneration containing a share-based component, whilst the short-term (specifically: one-year) variable remuneration (STI) is not share-based. No variable remuneration components are invested in company shares. The reason for this is that the complex problems of income tax law should not be passed on to the members of the Board of Management. The LTI tranches have — as is customary internationally — a three-year term, which corresponds to the duration of the initial period of appointment of the Board of Management members. The respective LTI tranches are paid out in the following year after the end of the Annual General Meeting, i.e. generally after 41 months. In view of the high proportion of international shareholders, the Supervisory Board of Dürr AG considers a three-year calculation period for the LTI combined with a pay-out after circa 41 months to be appropriate.

**Bietigheim-Bissingen,
September 27, 2023**

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September 27, 2023**

On behalf of the Supervisory Board

On behalf of the Board of Management

Gerhard Federer
Chairman of the Supervisory Board

Dr. Jochen Weyrauch
Chairman of the Board of Management

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