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Disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation - MAR).

Dürr AG to launch convertible bond offering with a total principal amount of around € 150 million due 2026

Dürr AG – WKN 556520 / ISIN DE0005565204

Bietigheim-Bissingen, September 24, 2020 – The Board of Management of Dürr AG (the “**Company**”) resolved today, with the consent of the Supervisory Board, to issue unsubordinated, unsecured bonds convertible into no par value ordinary bearer shares of the Company (the “**convertible bonds**”) for a total principal amount of approx. € 150 million.

The convertible bonds will be offered solely to institutional investors outside the United States of America, Canada, Japan, Australia and other jurisdictions in which it is prohibited by law to offer or sell convertible bonds. The offer will be by way of an accelerated bookbuilding process (the “**offering**”). The pre-emptive rights of existing shareholders of the Company to subscribe to the convertible bonds are excluded.

The convertible bonds will have an aggregate principal amount of approx. € 150 million with a denomination of € 100,000 each and will be convertible into approx. 4.1 million new and/or existing no par value ordinary shares of the Company. The convertible bonds will bear a coupon between 0.25% and 0.75% per annum, payable annually in arrears, with the first interest payment to be made in January 2022. The convertible bonds will have an expected maturity date on or around 15 January 2026 (approx. 5.3 years) and will be redeemed at

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100% of their principal amount. The convertible bonds are expected to be issued at a price of 100%, implying a gross yield to maturity of between 0.25% and 0.75% p.a. The conversion premium will be fixed at between 40% and 45% above the volume weighted average price of the Company's shares on XETRA between launch and pricing on today's date.

The Company's major shareholder, Heinz Dürr GmbH (the "**Investor**"), has entered into an agreement with the company to subscribe to part of the convertible bonds for a total nominal value of € 5,000,000.

The Company will be entitled to redeem the convertible bonds at their principal amount (plus accrued interest) in accordance with the terms and conditions of the convertible bonds at any time (i) on or after 5 February 2024, if the share price is equal to or exceeds 130% of the then prevailing conversion price over a certain period or (ii) if 15% or less of the aggregate principal amount of the convertible bonds remain outstanding.

The Company plans to use the proceeds from the issue of the convertible bonds for general corporate purposes, including refinancing and further potential acquisitions.

In the context of the offering, the Company has agreed to a 90-day lock-up period subject to certain customary exceptions.

The final pricing is expected to be announced later today in a separate press release. Settlement is expected to take place on or around 1 October 2020.

The Company intends to apply for the inclusion of the convertible bonds in the Open Market Segment (Freiverkehr) of the Frankfurt Stock Exchange.

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This announcement does not constitute an offer of, or a solicitation of an offer to purchase, securities of the Company or any of its subsidiaries in the United States of America, Germany or any other jurisdiction. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, an offer in any jurisdiction. The securities described in this announcement will not be and have not

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been registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act.

In the United Kingdom this announcement is only directed at Qualified Investors who are: (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, (the "**Order**"), or (ii) high net worth entities falling within Article 49(2) (a)-(d) of the Order (all such persons being referred to as "**Relevant Persons**"). Persons who are not Relevant Persons may not act on the basis of or relying on this document. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In member states of the European Economic Area (the "**EEA**") the placement of securities described in this announcement is directed exclusively at persons who are "**Qualified Investors**" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

The convertible bonds are not intended to be, and should not be, offered, sold or otherwise made available to retail clients in the EEA or the United Kingdom. For these purposes, a "**retail client**" means a person who is one (or more) of the following: (i) a retail client within the meaning of Article 4(1)(11) of MIFID II; (ii) a client within the meaning of Directive (EU) 2016/97 (as amended by the "**Insurance Distribution Directive**"), provided that such client would not be considered a professional client within the meaning of Article 4(1)(10) of MIFID II. Consequently, no key investment information document has been prepared which is required under Regulation (EU) No 1286/2014 (the "**PRIIP Regulation**") to offer or sell or otherwise make the Bonds available to retail clients in the EEA and, therefore, offering or selling the convertible bonds or otherwise making them available to retail clients in the EEA or the United Kingdom may be unlawful under the PRIIP Regulation.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement does not constitute a recommendation with respect to the placement. Investors should consult a professional advisor as to the suitability of the placement for the person concerned.

This announcement may contain forward-looking statements, estimates, opinions and projections regarding the expected future results of the Company ("**forward-looking statements**"). These forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or any negative or other variations thereof or similar terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the Company's management and are subject to significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied by such statements. Forward-looking statements should not be read as guarantees of future performance or results and are not necessarily accurate statements as to whether or

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not such results will be achieved. All forward-looking statements contained herein speak only as of the date of this release. We do not undertake any obligation and do not expect to publicly update or revise the information, forward-looking statements or conclusions contained herein, or to reflect new events or circumstances, or to correct inaccuracies that become apparent after the date of this announcement, whether as a result of new information, future events or otherwise. We assume no liability whatsoever with regard to achieving such forward-looking statements and assumptions.

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