

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

The Board of Management and the Supervisory Board last issued a Declaration of Compliance under Section 161 German Stock Corporation Act (AktG) on September 29, 2021. This declaration is updated as follows:

According to Recommendation G.8 of the German Corporate Governance Code as amended on December 16, 2019 — announced in the Federal Gazette (Bundesanzeiger) on March 20, 2020 — 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”. Due to the on-going COVID-19 pandemic, lockdown in China, war in Ukraine as well as significant supply-chain issues, the targets originally planned for the 2022 fiscal year, in particular EBIT, are highly unlikely to be achievable. In view of this, the Supervisory Board has decided to adjust the Short Term Incentive (STI) targets slightly as follows, thereby also reducing the maximum pay-out for total target achievement from 150% to 130%; the members of the Board of Management have agreed to this:

Variable remuneration (STI) for the 2022 fiscal year will be adjusted intra-year as regards EBIT target achievement in that the EBIT targets will be lowered, and the cap on total target achievement will be brought down from 150% to 130%. The targets for Free Cash Flow (FCF) as well as the ESG targets will remain unchanged.

Although these changes are necessary in the interests of the company’s long-term well-being, and have been introduced in accordance with the remuneration system passed by the annual general meeting, a deviation from Recommendation G.8 German Corporate Governance Code (DCGK) is hereby declared.

In other respects, the Declaration of Compliance of September 29, 2021 remains unchanged.

Bietigheim-Bissingen, June 3, 2022

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On behalf of the Supervisory Board

On behalf of the Board of Management

Gerhard Federer

Dr. Jochen Weyrauch

Chairman of the Supervisory Board

Chairman of the Board of Management

Please note:

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