

## **Supplement to the Declaration of Conformity by Dürr AG with regard to the German Corporate Governance Code**

The Board of Management and Supervisory Board of Dürr Aktiengesellschaft last issued a Declaration of Conformity on December 10, 2019, in accordance with Section 161 (1) first sentence of the German Stock Corporation Act (Aktiengesetz). This declaration is supplemented by the subsequent update as follows:

### **Compensation for the Board of Management (Section 4.2.3 (2) sentence 8)**

According to section 4.2.3 (2) sentence 8 of the German Corporate Governance Code in the version dated February 7, 2017, a retroactive change in the performance targets or the comparison parameters for variable compensation shall be excluded. Section G.8 of the German Corporate Governance Code in the version dated December 16, 2019, also contains a corresponding recommendation.

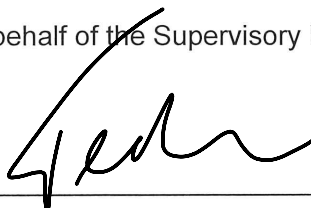
The ongoing COVID-19 pandemic will have an impact on the financial indicators of the Dürr Group. The performance targets already set as part of the short-term variable salary component (short-term incentive – “STI”) no longer meet the requirements and circumstances of this current situation. In addition to positive earnings before taxes (EBT), ensuring the highest possible level of liquidity is intended as an incentive for the members of the Board of Management. For these reasons, the Supervisory Board resolved on May 28, 2020, to cautiously adjust the STI performance targets for the fiscal year 2020 retroactively:

The minimum amount of € 100 million of the Group’s EBT for the creation of the STI no longer applies. A cap on the STI at 90 % of the previous year’s STI value will be introduced. In addition to this EBT component, an additional target will be introduced which concerns the achievement of a certain level of liquidity. The parameters of the long-term incentive (LTI) remain unchanged, but the LTI will also be capped at a maximum of 90 % of the LTI value for the fiscal year 2019.

**Bietigheim-Bissingen,**

**June 16, 2020**

On behalf of the Supervisory Board



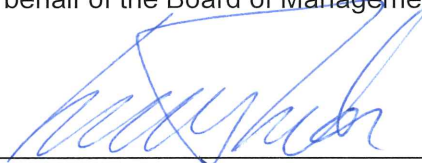
Gerhard Federer

Chairman of the Supervisory Board

**Bietigheim-Bissingen,**

**June 16, 2020**

On behalf of the Board of Management



Ralf Dieter

Chairman of the Board of Management