



**Information on shareholders' rights pursuant to
section 121 (3) sentence 3 no. 3 AktG**

Dear shareholders,

The notice of our Annual General Meeting on June 25, 2020 has been published in the German Federal Gazette (see www.bundesanzeiger.de) and distributed across Europe.

Pursuant to the statutory provisions under section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG), information on the rights of shareholders as defined in section 122 (2), section 126 (1), section 127, and section 131 (1) AktG must be provided as part of the process of convening an Annual General Meeting. These shareholder rights are set out in further detail below.

However, the aforementioned rights will be modified pursuant to section 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic¹ ('COVID-19 Act') for the purposes of the Annual General Meeting on June 25, 2020, which will take place in the form of a virtual meeting; the relevant modifications are also set out below.

The Board of Management

¹ Published as Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedural Law, published in the Federal Law Gazette, Part I, of March 27, 2020).

1. Right of shareholders to request the addition of items to the agenda (section 122 (2) AktG)

- a. Pursuant to section 122 (2) AktG, shareholders whose shareholdings together account for one twentieth or more of the issued capital or a proportion equivalent to €500,000.00 of the issued capital or more may request that items be added to the agenda and be duly published. Each new item must be accompanied by the reasons for the item or a proposed resolution. Each request must be submitted in writing to the Board of Management. The address to which such requests can be submitted is stated in the notice of the Annual General Meeting.

Requests for additions to the agenda must be submitted to the Company no less than 30 days prior to the Annual General Meeting. The date of receipt and the date of the Annual General Meeting itself do not count towards this period. The specific deadlines for exercising relevant rights are stated in the notice of the Annual General Meeting.

The persons submitting the request must prove that they have held the shares for at least 90 days prior to the receipt of the request and that they will continue to hold the shares until the Board of Management has decided upon the request. Section 70 AktG must be taken into account when calculating the period of possession.

Unless they have already been published with the notice of the Annual General Meeting, any additions to the agenda received by the Company will be published in the German Federal Gazette at www.bundesanzeiger.de without delay. They will also be published without delay on the corporate website specified for these purposes in the notice of the Annual General Meeting, and shared with media that can be assumed to distribute the information throughout the whole of the European Union.

The Company is a publicly listed company within the meaning of the German Stock Corporation Act.

b. Statutory basis:

Section 122 AktG stipulates as follows:

Section 122 Convening the annual general meeting at the request of a minority
 (1) *The annual general meeting shall be convened if shareholders whose shareholdings together account for one twentieth or more of the issued capital request such a meeting in writing, stating the purpose and reasons; such request shall be addressed to the management board. The by-laws may provide that the right to demand the convening of the annual general meeting be subject to a different form and to the holding of a lower proportion of the issued capital. The persons submitting the request must prove that they have held the shares for at least 90 days prior to the receipt of the request and that they will continue to hold the shares until the management board has decided upon the request. Section 121 (7) shall apply with the necessary modifications.*

(2) Similarly, shareholders whose shareholdings together account for one twentieth or more of the issued capital or a proportion equivalent to €500,000.00 of the issued capital or more may request that items be added to the agenda and be duly published. Each new item must be accompanied by the reasons for the item or a proposed resolution. The request in the sense of the first sentence

must be received by the company no later than twenty-four (24) days prior to the annual general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the annual general meeting; the date of its receipt shall not be included in calculating the period.”

Section 121 (7) AktG (calculation of deadlines) to be applied with the necessary modifications stipulates:

“(7) In the case of periods and deadlines that are counted back from the date of the annual general meeting, the date of the annual general meeting itself is not to be counted. Rescheduling the annual general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (BGB) do not apply. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.”

Section 70 AktG (Calculation of the period of possession of the shareholding) stipulates:

“Where the exercise of rights attaching to a share is contingent upon the shareholder having been holder of the share for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share. The period of ownership of a predecessor in title shall be attributed to the shareholder if he or she has acquired the share in any of the following manners: without monetary consideration, from his or her trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act (VAG) or section 14 of the Building and Loan Associations Act (BauSparkG).”

2. Shareholders’ right to give notice of a motion or nomination for election (section 126 (1) and section 127 AktG)

- a. Generally, any shareholder has the right to submit motions and nominations for election in respect of items on the agenda, as well as motions in respect of the rules of procedure for the Annual General Meeting on site at the meeting, without making any prior notification or publication, or taking any other particular action in that regard. In particular, motions can be submitted in respect of individual agenda items (countermotion) and nominations can be made for the election of members of the Supervisory Board or the independent auditors (nominations for election), provided such elections form part of the agenda.

To be published on the corporate website prior to the Annual General Meeting in accordance with sections 126 and 127 AktG, countermotions and nominations for election must be submitted to the appropriate address specified in the notice of the Annual General Meeting within the relevant submission period stated in said notice. Only countermotions and nominations for election received at the specified address within the stipulated period will be published – along with the name of the shareholder and the reason for the

countermotion or nomination – without delay on the corporate website at the web address stated in the notice of the Annual General Meeting, provided all other applicable statutory requirements pursuant to sections 126 and 127 AktG have been met. Any pertinent statements by the Company's management will also be published on the corporate website specified for this purpose in the notice of the Annual General Meeting.

- b. These shareholder rights arise from the following provisions of the German Stock Corporation Act, which also stipulate circumstances in which the requirement to publish countermotions and nominations for election does not apply:

Section 126 AktG stipulates:

“ Section 126 Motions by shareholders

(1) Motions by shareholders, including the name of the shareholder, the reason for the motion and any statement by the management, shall be made available to the entitled persons named in section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a countermotion objecting to a proposal of the management board and supervisory board on a specific item on the agenda, together with a reason for the countermotion, to the address specified for this purpose in the notice of the annual general meeting at least 14 days before the annual general meeting. The date on which the countermotion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the countermotion shall be published on the company's website. Section 125 (3) shall apply with the necessary modifications.

(2) A countermotion and the reasons for it need not be published

- 1. if, by publishing the information, the management board would render itself liable to prosecution;*
- 2. if the countermotion would result in the annual general meeting adopting a resolution that is in violation of the law or of the company's by-laws;*
- 3. if the reasons contain statements that are manifestly false or misleading in material respects, or if they are defamatory;*
- 4. if a countermotion made by the shareholder based on the same facts and circumstances has already been published in accordance with section 125 for an annual general meeting of the company;*
- 5. if the same countermotion of the shareholder, citing essentially the same reasons, has been published in accordance with section 125 for at least two (2) annual general meetings of the company in the past five (5) years, and if less than one twentieth of the issued capital represented voted for this countermotion at the annual general meeting;*
- 6. if the shareholder indicates that he or she will not attend the annual general meeting and will not have a proxy represent him or her; or*
- 7. if, in the past two (2) years at two (2) annual general meetings, the shareholder has failed to propose or to have proposed a countermotion of which he or she has informed the company.*

The reasons for a countermotion do not need to be published if the text amounts to more than 5,000 characters in total.

(3) Where several shareholders propose countermotions regarding one and the same agenda item, the management board may combine the countermotions and the reasons specified for them.”

Section 127 AktG stipulates:

“Section 127 Nominations by shareholders

Section 126 shall apply with the necessary modifications to nominations by shareholders of candidates for the supervisory board or for auditors of the annual financial statements. No reasons need be specified for the nomination. The management board does not need to publish the nomination in cases where the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. Where a shareholder nominates candidates for the supervisory board of listed companies to which the Co-Determination Act (MitbestG), the Act on the Co-Determination of Employees in the Coal, Iron and Steel Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Coal, Iron and Steel Industry (MontanMitbestGErgG) applies, the management board must add the following information to the shareholder's proposal:

- 1. Reference to the requirements stipulated by section 96 (2),*
- 2. Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and*
- 3. The minimum number of seats on the supervisory board that must be filled by each gender in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2), first sentence.”*

Section 124 (3) fourth sentence AktG (proposals for resolutions) stipulates:

“The nominations of candidates for the supervisory board or for auditors shall state their name, profession, and place of residence.”

Section 125 AktG stipulates²:

“Section 125 Notifications for the shareholders and to members of the supervisory board

(1) At the latest 21 days prior to the annual general meeting, the management board is to notify the credit institutions and the associations of shareholders that exercised voting rights on behalf of shareholders at the last annual general meeting, or who have requested such notification that the annual general meeting is being convened. The date of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given if the annual general meeting is that of a company listed on the stock exchange. The notice must indicate that shareholders have the option of exercising their voting right by proxy, or through an association of shareholders. In the case of companies listed on the stock exchange, information on the candidates' membership in

² *In the version applicable to the 2020 Annual General Meeting.*

other supervisory boards required to be formed by law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

(2) The management board is to provide the same notification to those shareholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior to the meeting, as shareholders in the company's share register. The by-laws may stipulate that such notification be provided by electronic means only.

(3) Each member of the supervisory board may demand that the management board send him or her the same notifications.

(4) Upon request, each member of the supervisory board and each shareholder is to be notified of the resolutions adopted at the annual general meeting.

(5) Financial services institutions and companies operating under section 53 (1) first sentence or section 53b (1) first sentence or section 53b (7) of the Banking Act are deemed equivalent to banks.“

c. Particularities concerning the virtual Annual General Meeting on June 25, 2020

In light of the COVID-19 pandemic and in order to protect against the health risks associated with coronavirus, the Board of Management has decided, in agreement with the Supervisory Board, to make use of the option provided under section 1 (2) of the COVID-19 Act and to hold the Annual General Meeting in the form of a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives. Parliament has explicitly allowed proxies nominated by the Company to attend the Annual General Meeting in person as representatives of the shareholders. Shareholders or their authorized representatives can exercise voting rights exclusively by means of electronic postal vote or by granting authority to the proxies nominated by the Company. Shareholders or their authorized representatives as defined by section 118 (1) second sentence cannot participate electronically or physically in the meeting.

This effectively suspends the right of shareholders to submit motions and nominations for election in respect of agenda items and the rules of procedure for the Annual General Meeting on June 25, 2020, because the Stock Corporation Act requires such submissions to be made in person at the Annual General Meeting. However, shareholders will be given the opportunity to submit countermotions and nominations for election pursuant to sections 126 and 127 AktG in advance, in accordance with the information provided above, and to have these published, although no vote can be held on these submissions as part of the Annual General Meeting. Such submissions as well as the reasons provided and any pertinent statements by the Company's management will be published on the corporate website specified for this purpose in the notice of the Annual General Meeting.

3. Shareholders' right to request information at the Annual General Meeting (section 131 (1) AktG)

- a. Pursuant to section 131 (1) AktG, the Board of Management must – upon oral request of any shareholder at the Annual General Meeting – provide information on the affairs of the Company insofar as this is required for a proper assessment of the subject matter on the agenda and no right to withhold such information applies. The obligation to provide

information also extends to the legal and business relations of the Company with an affiliated enterprise and the position of the Group and the entities included in the consolidated financial statements.

- b. Pursuant to section 21 (3) of the Company's Statutes, the person chairing the meeting has the right to impose reasonable time limits on the shareholders' right to ask questions and to speak; in particular, the chair person has the right to determine a reasonable time frame for the course of the meeting, the discussion of individual agenda items, and individual questions and statements.

c. **Statutory basis and provisions in the Company's Statutes**

Section 131 AktG stipulates:

"Section 131 shareholder's right to request information

(1) At the request of any shareholder at the annual general meeting, the management board must provide information on the affairs of the company insofar as this information is required for a proper assessment of the subject matter on the agenda. The obligation to provide information shall also extend to the legal and business relations of the company with an affiliated enterprise. Where a company makes use of the exemptions provided for in section 266 (1) third sentence, section 276 or section 288 of the Commercial Code (HGB), each shareholder may request that the annual financial statements be presented at the annual general meeting where the annual financial statements are discussed in the form that would have been used had these exemptions not been applied. The obligation of the management board of a parent company to provide information (section 290 (1) and (2) HGB) at the annual general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the position of the group and the entities included in the consolidated financial statements.

(2) The information must provide a true and fair account. The by-laws or the rules of procedure pursuant to section 129 may authorise the chairman of the annual general meeting to reasonably restrict the amount of time available to shareholders to speak and put questions and, in addition, may specify further details of this procedure.

(3) The management board may refuse a request for information

1. if the principles of prudent business practice suggest that providing the information would be likely to cause considerable harm to either the company itself or an affiliated company;

2. if the information relates to the tax base or the amounts of individual taxes;

3. if the information relates to the difference between the value that has been recognised for items on the face of the balance sheet and any higher value that may apply to these items, unless the annual general meeting is formally adopting the single-entity financial statements;

4. if the information relates to the company's accounting policies in cases where the information disclosed on these policies in the notes to the financial statements is sufficient to give a true and fair view of the company's net assets, financial position and results of operations as defined by section 264 (2) HGB;

this does not apply if the annual general meeting is formally adopting the single-entity financial statements;

5. if, by providing the information, the management board would render itself liable to prosecution;

6. unless, in the case of a bank or a financial services institution, information on the accounting policies used or any amounts offset needs to be disclosed in the single-entity financial statements, management report, consolidated financial statements or group management report;

7. if the information is continuously available on the company's website for at least seven days prior to the annual general meeting and throughout the annual general meeting.

Information must not be withheld for any other reasons.

(4) If information has been provided outside the annual general meeting to a shareholder in his or her capacity as a shareholder, it must also be provided at the annual general meeting to any other shareholder if requested, even if the information is not required for a proper assessment of the subject matter on the agenda. The management board is not allowed to refuse to provide the information in accordance with section 131 (3), first sentence, nos. 1 to 4. The first and second sentences do not apply if a subsidiary (section 290 (1) and (2) HGB), a joint venture (section 310 (1) HGB) or an associated company (section 311 (1) HGB) provides the information to a parent company (section 290 (1) and (2) HGB) for the purpose of including the company concerned in the parent company's consolidated financial statements and the information is required for this purpose.

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

Section 16 (4) of the Company's Statutes stipulates:

"In relation to the shareholders' right to ask questions and to speak, the person chairing the meeting has the right to determine a reasonable time frame for the overall course of the Annual General Meeting, the discussion of individual agenda items, and for individual speakers."

d. Particularities concerning the virtual Annual General Meeting on June 25, 2020

In light of the COVID-19 pandemic and in order to protect against the health risks associated with coronavirus, the Board of Management has decided, with the consent of the Supervisory Board, to make use of the option provided under section 1 (2) of the COVID-19 Act and to hold the Annual General Meeting in the form of a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives. Parliament has explicitly allowed proxies nominated by the Company to attend the Annual General Meeting in person as representatives of the shareholders. Shareholders or their authorized representatives can exercise voting rights exclusively by means of postal vote or by granting authority to the proxies nominated by the Company. Shareholders or their authorized representatives as defined by section 118 (1) second sentence cannot participate electronically in the meeting.

This means that shareholders will be unable to ask questions at the Annual General Meeting. The shareholders' right to request information pursuant to section 131 AktG does not apply.

- e. In accordance with section 1 (2) of the COVID-19 Act, shareholders will be given the opportunity to ask questions by means of electronic communication.

In agreement with the Supervisory Board, the Board of Management has decided that questions must be submitted by means of electronic communication no later than two days prior to the meeting. Shareholders registered to attend the Annual General Meeting can electronically submit their questions by 24:00 hours (CEST) on Monday, June 22, 2020 (time of receipt) via the Company's InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2020/>. The Board of Management will decide at its discretion and in due consideration of its duties which questions to answer in which manner.

f. Statutory basis under section 1 (2) of the COVID-19 Act:

The statutory provisions on which this opportunity to ask questions by means of electronic communication is based (section 1 (2) first sentence no. 3 and section 1 (2) second sentence of the COVID-19 Act) stipulate:

“(2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the physical presence of the shareholders or their authorised representatives, provided that

[...]

3. shareholders are given the opportunity to ask questions by means of electronic communication,

[...]

The management board decides at its own discretion, exercising all due care and diligence, which questions it wishes to respond to and how; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.”

4. Privacy notice

DEUTZ AG processes personal data as a controller within the meaning of Article 4 No. 7 of the General Data Protection Regulation (GDPR) in order to enable shareholders and their representatives to participate in the virtual Annual General Meeting and exercise their rights at the Annual General Meeting. Such processing also enables DEUTZ AG to fulfill its other

obligations as a controller under stock-corporation law (e.g. publication and disclosure obligations). Data is deemed to be personal data if it relates to an individual. The pertinent data protection rules that apply in Germany are satisfied.

The controller can be contacted as follows:

DEUTZ AG
Data Protection Officer
Ottostrasse 1
51149 Cologne (Porz-Eil)
Germany
Tel: +49 (0) 221 82 22 03 0
Fax: +49 (0) 221 822 15 20 30
Email: datenschutz@deutz.com

The following items of personal data are processed in respect of each shareholder and each person who has been authorized by a shareholder to exercise, in his or her own name, the shareholder's voting rights attaching to shares: last name and first name, address, email address if applicable (if supplied or known), number of shares, class of share, type of shareholding (own shareholding [*Eigenbesitz*], third-party shareholding [*Fremdbesitz*], or proxy shareholding [*Vollmachtsbesitz*]), and registration confirmation number.

The following personal data is processed in relation to a shareholder's representative: last name and first name, address.

If this personal data is not sent to us by the shareholder or the shareholder's representative when registering for the virtual Annual General Meeting, when participating in the virtual Annual General Meeting, when submitting a request for additions to the agenda pursuant to section 122 AktG, or when sending in a countermotion or nomination for election pursuant to sections 126 and 127 AktG, the custodian bank of the shareholder in question will send us this personal data.

If countermotions or nominations for election pursuant to sections 126 and 127 AktG are submitted, they will be made available on the Company's website, i.e. publicly, together with the name of the shareholder concerned, the reasons for the countermotion or nomination for election, and any comment by the management of the Company.

An attendance list will be kept at the virtual Annual General Meeting. This list contains the personal data required by section 129 of the German Stock Corporation Act (AktG) for the attendees at the Annual General Meeting and for the shareholders represented, including name, place of residence, the number of shares represented by each authorized representative, and the class of such shares. On request, any shareholder must be permitted to inspect the attendance list for a period of two years after the Annual General Meeting.

The personal data is stored in accordance with statutory requirements and is deleted once the relevant record retention requirements no longer apply.

The processing of personal data is essential to participation in the Annual General Meeting and to the exercising of the shareholder's rights. The legal basis for processing is Article 6 (1) c) GDPR.

The service providers engaged by the Company to organize the Annual General Meeting receive from the Company only the personal data that they need to perform the services for which they have been engaged, and they process the data solely in accordance with the instructions given by the Company as controller.

Provided the relevant statutory requirements are met, data subjects have a right of access (Article 15 GDPR), right to rectification (Article 16 GDPR), right to restriction (Article 18 GDPR), right to object (Article 21 GDPR), right to portability (Article 20 GDPR), and right to erasure (Article 17 GDPR) in respect of their personal data. Data subjects may assert these rights free of charge vis-à-vis DEUTZ AG using the following contact details:

DEUTZ AG
Data Protection Officer
Ottostrasse 1
51149 Cologne (Porz-Eil)
Germany
Tel: +49 (0) 221 82 22 03 0
Fax: +49 (0) 221 822 15 20 30
Email: datenschutz@deutz.com

Shareholders and their representatives have a right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 GDPR. Shareholders and their representatives can also contact our data protection officer using the contact details provided above.

End of information