

Notice of the Annual General Meeting of DEUTZ AG, Cologne

ISIN: DE 000 630500 6 | WKN.: 630 500

Notice is hereby given that our Company's

Annual General Meeting

at 10:00 hours (CEST) on Thursday, April 29, 2021,

will, because of the coronavirus pandemic, be held in the form of a

virtual Annual General Meeting

i.e. without the physical presence of shareholders or their authorized representatives .

Information in accordance with section 125 (1) of the German Stock Corporation Act (AktG) in conjunction with section 125 (5) AktG, Article 4 (1) and Table 3 of the Annex to the Implementing Regulation (EU) 2018/1212

ART DER ANGABE	Beschreibung
A. INHALT DER MITTEILUNG	
1. EINDEUTIGE KENNUNG DES EREIGNISSES	Ordentliche (virtuelle) Hauptversammlung der DEUTZ AG 17c026a66185eb11811b005056888925
2. ART DER MITTEILUNG	Einladung zur Hauptversammlung im Format gemäß Durchführungsverordnung (EU) 2018/1212: NEWM
B. ANGABEN ZUM EMITTENTEN	
1. ISIN	DE 000 630500 6
2. NAME DES EMITTENTEN	Deutz AG
C. ANGABEN ZUR HAUPTVERSAMMLUNG	
1. DATUM DER HAUPTVERSAMMLUNG	29. April 2021 im Format gemäß Durchführungsverordnung (EU) 2018/1212: 20210429
2. UHRZEIT DER HAUPTVERSAMMLUNG	10:00 Uhr (MESZ) im Format gemäß Durchführungsverordnung (EU) 2018/1212: 08:00 UTC (koordinierte Weltzeit)
3. ART DER HAUPTVERSAMMLUNG	Ordentliche (virtuelle) Hauptversammlung ohne physische Präsenz der Aktionäre; im Format gemäß Durchführungs- verordnung (EU) 2018/1212: GMET
4. ORT DER HAUPTVERSAMMLUNG	Virtuell: <a href="http://www.deutz.com/investor-relations/hauptversa-
mmlung/2021/">www.deutz.com/investor-relations/hauptversa- mmlung/2021/
5. AUFZEICHNUNGSDATUM	08. April 2021 (00:00 Uhr MESZ) im Format gemäß Durchführungsverordnung (EU) 2018/1212: 20210408
6. UNIFORM RESOURCE LOCATOR (URL)	<a href="http://www.deutz.com/investor-relations/hauptversa-
mmlung/2021/">www.deutz.com/investor-relations/hauptversa- mmlung/2021/

The Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 28, 2020, most recently amended with effect from February 28, 2021 by the Law on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association, and Foundation Law as well as in Tenancy and Lease Law of December 22, 2020 ('COVID-19 Act') extends the option to hold annual general meetings without the physical presence of shareholders or their authorized representatives (virtual Annual General Meeting) into 2021. The virtual Annual General Meeting will be held at the Company's offices in Cologne, at Ottostrasse 1, 51149 Cologne (Porz-Eil). 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 (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), and to hold the Annual General Meeting in respect of the 2020 financial year in the form of a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives and to enable shareholders to exercise their voting rights by means of electronic communication and to appoint proxies. An audio and video webcast of the entire Annual General Meeting will be streamed for registered shareholders on the day of the Annual General Meeting on a password-protected InvestorPortal at www.deutz.com/en/investor-relations/annual-general-meeting/2021/

We are therefore asking shareholders again this year to take special note of the information concerning registration for the Annual General Meeting, the exercise of voting rights, and other shareholder rights set out in Section II of this notice below the agenda.

I. AGENDA

- 1. Presentation of the adopted single-entity financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2020 financial year, the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289a and section 315a of the German Commercial Code (HGB), and the report of the Supervisory Board for the 2020 financial year.**

On March 11, 2021, the annual and consolidated financial statements prepared by the Board of Management were approved by the Supervisory Board in accordance with sections 171 and 172 of the German Stock Corporation Act (AktG), and the annual financial statements were thereby formally adopted. Formal adoption by the Annual General Meeting is therefore not required, i.e. the AktG does not require the adoption of a resolution in this regard, but the annual financial statements, the consolidated financial statements, the combined management report, the reports of the Board of Management, and the report of the Supervisory Board must be presented to the Annual General Meeting.

2. Formal approval of the actions of the Board of Management for 2020

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for the 2020 financial year.

3. Formal approval of the actions of the Supervisory Board for 2020

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for the 2020 financial year.

4. Election of the independent auditors for 2021

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Cologne, be appointed as auditor of the annual and consolidated financial statements for the 2021 financial year. This appointment includes the auditor's review of the condensed financial statements and the interim management report for the period ended June 30, 2021 pursuant to section 115 (5) first sentence of the German Securities Trading Act (WpHG).

The Audit Committee has stated in accordance with Article 16 (2) subsection 3 of the European Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014) that its recommendation is free from influence by a third party and that it was not subjected to any restrictions regarding the appointment of a particular auditor or audit firm (Article 16 (6) of the European Audit Regulation).

5. Resolution to approve the remuneration system for the members of the Board of Management of DEUTZ AG

Remuneration System of the Board of Management

1. Principles of the Remuneration System and Its Contribution to the Corporate Strategy and Long-Term Development of the Business

It is the intention of DEUTZ AG to become the global leader for the production of innovative drive systems and a pioneer for the climate-neutral off-highway mobility of the future. At the same time, DEUTZ AG is pursuing profitable and sustainable growth. The cornerstones of this growth strategy include a multi-technology approach to expanding the drive technology portfolio, with a focus on electric drives and alternative drive solutions, the promotion of digitalization in the high-margin service business, regional growth initiatives with an emphasis on China, and process improvements for lasting competitiveness. In order to reach its commercial goals in balance with its social, entrepreneurial, and ecological responsibilities, DEUTZ AG has committed to a range of non-financial targets as part of its sustainability strategy.

The overarching corporate strategy represents the frame of reference for the board remuneration system of DEUTZ AG. Its design was chosen to create incentives for the committed pursuit of the strategy and to promote the lasting and sustainably successful development of the business.

Short-term variable remuneration is offered to support the intended profitable growth and the strategic alignment for the climate-neutral mobility of the future with financial, strategic, and non-financial (environmental, social, and governance, or ESG) criteria. The focus of the long-term variable remuneration approach lies on a value-driven development of DEUTZ AG both in terms of the capital invested and in terms of capital market performance. With the Management Board members participating in both the short-term and the long-term success of the business (with greater weighting for the latter), there are active incentives for promoting the long-term, sustainable development of DEUTZ AG. Since the Board of Management is constituted as a collective body, the remuneration criteria are equally applicable to all members.

The remuneration system emphasizes the alignment between the company's ambitions in terms of sustainable performance and profitable growth and the interests of its shareholders, since the absolute and relative share price and dividends are essential criteria for the calculation of the long-term variable component, which has a greater weight in the remuneration system overall.

The remuneration for each Management Board member is intended to be in line with current market practice and commensurate with the size, complexity, and commercial situation of the company and the duties and contributions of each Management Board member. Excellence and out-performance of defined targets are appropriately reflected in their remuneration, just as any failure to attain targets will lead to a decrease in remuneration (pay for performance).

The remuneration system agreed by the Supervisory Board on 1 January 2021 is in accordance with the requirements of the German Stock Corporation Act in the version of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code (GCGC) in the form published in the German Federal Gazette (Bundesanzeiger) of 20 March 2020.

The new remuneration system applies to all current members of the Management Board as of 1 January 2021 and all new or renewed service agreements or appointments of Management Board members.

2. Procedures for Defining, Revising, and Reviewing the Remuneration System

The personnel committee proposes recommendations for the board remuneration system, based amongst others on the recommendations and proposals of the German Corporate Governance Code in its current version. The Supervisory Board reviews the committee's recommendations and decides on the system for board remuneration. The Supervisory Board can draw on the assistance of an external consultant for this purpose, with due attention to the consultant's independence during his or her selection and appointment.

The Supervisory Board presents the agreed remuneration system to the annual general meeting. Should the annual general meeting reject the proposed remuneration system, the Supervisory Board will present a revised system latest at the next regular annual general meeting.

The Supervisory Board defines the specific target remuneration and the performance criteria for any variable components for the coming business year in accordance with the remuneration system presented to the annual general meeting.

The Supervisory Board reviews the remuneration system and the remuneration levels of Management Board members regularly to ensure its alignment with current practice in the market and competition. The personnel committee supports the Supervisory Board in this by providing preparatory remarks and recommendations.

As part of the review, it is reviewed whether the remuneration is in line with customary practice in both horizontal (comparing the board remuneration with other organizations) and vertical direction (relations within DEUTZ AG itself). For the horizontal comparison, a peer group of organizations is composed that are comparable to DEUTZ AG in terms of their location, industry, and size. Within DEUTZ AG, the upper management team and the wider workforce are included in a vertical relative comparison and comparison over time. The upper management team for this purpose is defined as the leading executives (leitende Angestellte) in Germany, and the wider workforce as the employees which are not part of the leading executives (nicht-leitende Angestellte) in Germany.

Should the regular reviews of the remuneration system reveal any needs for adjustments, the Supervisory Board discusses and determines the relevant changes. If any of these changes are of a substantial nature, the remuneration system is presented for approval by the next regular annual general meeting, but latest every four years.

The current regulations for resolving any conflicts of interest of the Supervisory Board's rules of procedure also apply to the definition, review, and revision of the remuneration system.

3. Design of the Remuneration System

3.1. The Components of the Remuneration System in Brief

The annual remuneration of Management Board members of DEUTZ AG is the sum of several fixed and variable components. The fixed component is independent of actual performance and includes three elements: the basic salary, additional benefits, and pension provisions. The Management Board members' variable remuneration is, by contrast, dependent on their performance and includes two elements: a bonus calculated for a one-year period (Short-Term Incentive – STI) and virtual performance shares calculated for a four-year period to have a long-term incentivizing effect (Long-Term Incentive – LTI).

Components		Composition
Fixed Component		
Basic salary		<ul style="list-style-type: none"> Fixed salary paid in monthly instalments
Additional benefits		<ul style="list-style-type: none"> Typically company car and insurance coverage
Pension provisions		<ul style="list-style-type: none"> Annual contribution into a pension fund
Variable Component		
Bonus	Plan type	<ul style="list-style-type: none"> Performance bonus
	Criteria	<ul style="list-style-type: none"> 30 % Revenue 30 % EBIT 25 % strategy target 15 % sustainability target
	Cap	<ul style="list-style-type: none"> 150 % of the target amount
	Period	<ul style="list-style-type: none"> One year
Virtual performance shares	Plan type	<ul style="list-style-type: none"> Virtual performance share plan
	Criteria	<ul style="list-style-type: none"> 50 % relative Total Shareholder Return compared to the DAXsubsector All Industrial Machinery 50 % Return on Capital Employed (ROCE)
	Cap	<ul style="list-style-type: none"> 180 % of the target amount
	Period	<ul style="list-style-type: none"> Four years
Other		
Malus / Clawback		<ul style="list-style-type: none"> Optional partial or complete reduction or clawback of variable remuneration in cases of serious compliance violations
Special allowance		<ul style="list-style-type: none"> Optional award of a special allowance Both, limited to half the annual basic salary and capped by the maximum total remuneration
Maximum total remuneration		<ul style="list-style-type: none"> Caps for the total remuneration assigned for each business year in acc. with Sect 87a Subsect. 1 Sent. 2 Item 1 German Stock Corporation Act: Chairman: €2,800,000 Ordinary member of the Management Board: €1,900,000 (each)
Severance cap		<ul style="list-style-type: none"> Severance payments capped at the annual target remuneration for a maximum of two years or max. the remainder of the original agreement

Fixed Component		Variable Component	
Basic salary	Additional benefits and pension provisions	Bonus (STI)	Virtual performance shares (LTI)
One-year		Multi-year	

The total target remuneration is the sum of all fixed and variable remuneration components, calculating the STI and LTI at the target level, i.e. at 100% target attainment. The variable component is greater than the fixed component, and the multi-annual variable component (LTI) always exceeds the annual variable component (STI). The individual components constitute the total target remuneration according to the following ratios:

Components	Share in the Total Target Remuneration
Basic salary	~ 40 % - 45 %
Additional benefits	~ 2 %
Pension provisions	~ 0 % - 10 %
Short-Term Incentive	~ 20 % - 25 %
Long-Term Incentive	~ 25 % - 30 %

3.2. Fixed Component

The fixed component is not dependent on performance and includes a basic salary as well as additional benefits and pension contributions.

3.2.1. Basic Salary

The basic salary is paid in monthly fixed instalments.

3.2.2. Additional Benefits

Every member of the Management Board receives certain material and additional benefits, including primarily the provision of a company car for professional and personal use, with optional provision of a driver, accident insurance coverage, and the provision of D&O insurance. The Supervisory Board has the option to award new Management Board members additional temporary onboarding benefits in individual cases, such as the reimbursement of relocation costs.

3.2.3. Pension Provisions

DEUTZ AG pays an annual contribution into a pension fund for the pension provisions of its Management Board members. Upon retirement, the Management Board members are solely entitled to the committed capital. They are not entitled to any other pension or surviving dependants' pension.

Criteria	Provisions
Pension plan	Defined contribution pension plan
Retirement age	Regular retirement age: 65; earliest age at retirement: 62 (if the retiree is also entitled to a state pension upon retirement)
Interest	The interest rate depends on the surplus participation of the insurer. No guaranteed interest rate applies.
Payment options	The company's capital commitment can be disbursed either as a single lump sum or a life annuity.
Invalidity / Death	Death before retirement: The value of the policy is paid out, plus any applicable participation in valuation reserves. Death after retirement (only for life annuities): Payment of ten times of annual pension guaranteed upon retirement, deducting all amounts already paid out since retirement.

3.3. Variable Remuneration

The variable remuneration component includes a bonus calculated for a one-year period and virtual performance shares calculated for a four-year period. Both are designed to incentivize progress with the corporate strategy and, as a result, the company's lasting and sustainable growth and development. To do so, the Supervisory Board defines ambitious operational and strategic targets each year for certain performance criteria, relating to the operational management of the business and its corporate strategy. The actual amount of variable remuneration for each Management Board member is dependent on their attainment of these defined targets.

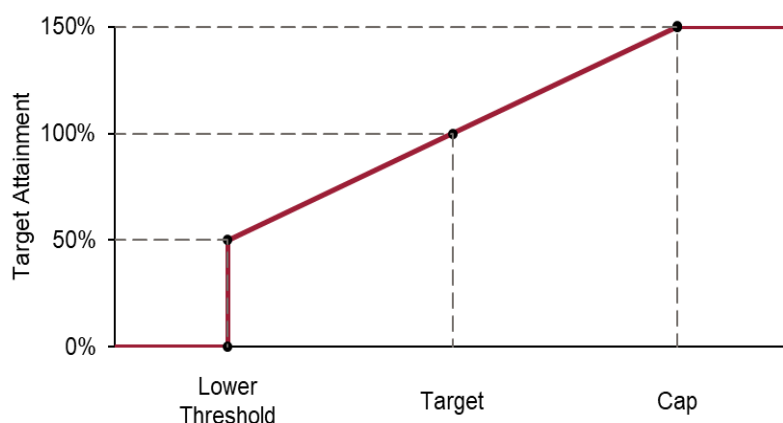
3.3.1. Bonus (STI)

The bonus is intended to aid the pursuit of the corporate strategy by recognizing and rewarding the operational implementation of the strategy in any given business year. The criteria for assessing performance are consolidated revenue (30%), consolidated earnings before interest and taxes (consolidated EBIT) (30%), a strategy target (25%), and a sustainability target (15%). The consolidated revenue and consolidated EBIT targets reflect the growth strategy espoused by DEUTZ AG as incentives for profitable growth. The strategic targets relate directly to the execution of specific strategic initiatives, whereas the sustainability target reflects the company's commitment to its social and ecological responsibility and relates back to the group strategy as an expression of its constituent sustainability strategy.

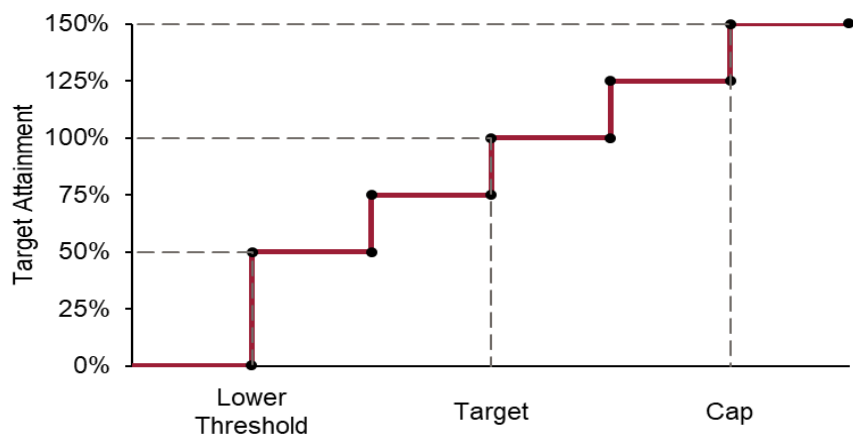
The concrete performance criteria for the strategy and sustainability targets are defined annually by the Supervisory Board to incentive the most relevant strategic initiatives. Only a single criterion is defined in each case. The following types of targets can apply for the strategy target: internationalization, cooperation, value add, alternative drive systems, production network, complexity reduction. For the sustainability target, the Supervisory Board can select a criterion from the following areas: environmental and climate goals, alternative drive systems, corporate governance, health and safety, diversity, HR development, and supply chain.

Before the start of each business year, challenging threshold, target, and cap values are defined for each criterion, derived from the operational or strategic planning process, respectively. Any performance below the threshold is considered 0% target attainment, and the bonus can be dropped in its entirety. Target attainment is capped at a level of 150%.

The bonus curves for the financial and other quantitatively measurable strategy and sustainability targets can be visualized as follows:

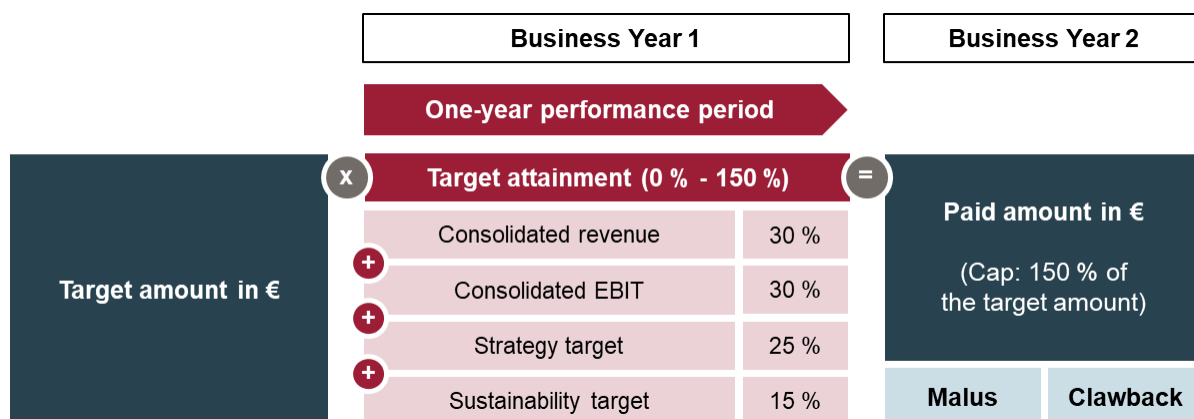


The Supervisory Board is committed to defining the strategy and sustainability targets in such quantitative form. If this is not meaningfully possible for material reasons, the Supervisory Board can also define qualitative targets, with a stepped bonus curve as follows:



The specific criteria and any qualitative considerations for the strategy and sustainability targets and the threshold, target, and cap values for the STI criteria are published in the remuneration report for the business year, unless this transparency would have an unfavourable effect on the market position of DEUTZ AG.

The bonus amount for a business year is defined by the target attainment level for the defined criteria. This is determined after the Supervisory Board's acceptance of the relevant year's consolidated annual report, comparing the actual as-is performance with the defined targets for the quantitative performance criteria and assessing target attainment for qualitative targets based on the Supervisory Board's best judgment and discretion. The resulting target attainment levels are multiplied with the weighting of each criterion and then added to define the total target attainment. This is multiplied in turn with the target amount to calculate the actually disbursed amount (capped at 150% of the target amount).



In accordance with the recommendations of G. 11 GCGC, the Supervisory Board has the option of taking exceptional events and developments into appropriate consideration in the calculation of the STI in exceptional cases and with reasons given (e.g. the acquisition of another enterprise or divestment of parts of an enterprise). Generally, unfavourable market conditions are expressly not considered exceptional events for this purpose. Should the Supervisory Board decide to make use of this option and adjust the target attainment calculation for the STI, the adjustment is duly reported in the subsequent remuneration report.

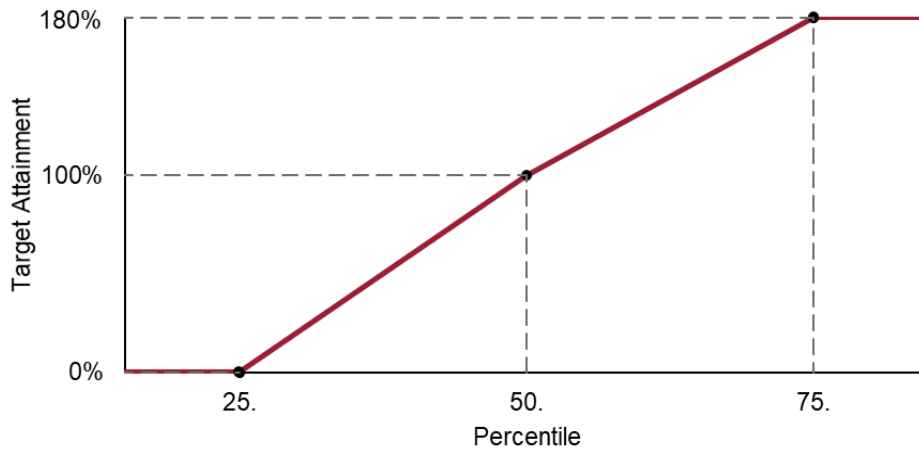
3.3.2. Virtual Performance Shares (LTI)

The share price-driven LTI intends to promote progress with the corporate strategy by rewarding the long-term growth of the value of DEUTZ AG. Since the growth strategy is inherently sustained by the available capital, the value-oriented use of the capital is of substantial importance; at the same time, our shareholders expect to participate in the company's successes not only in the form of share price gains, but also in the form of a regular and appropriate dividend. This is reflected in the LTI's reference to the absolute and relative share price and dividend, which creates an even closer alignment of the interests of shareholders and the Management Board members. It generally creates an incentive for the lasting and sustained growth of the company's value.

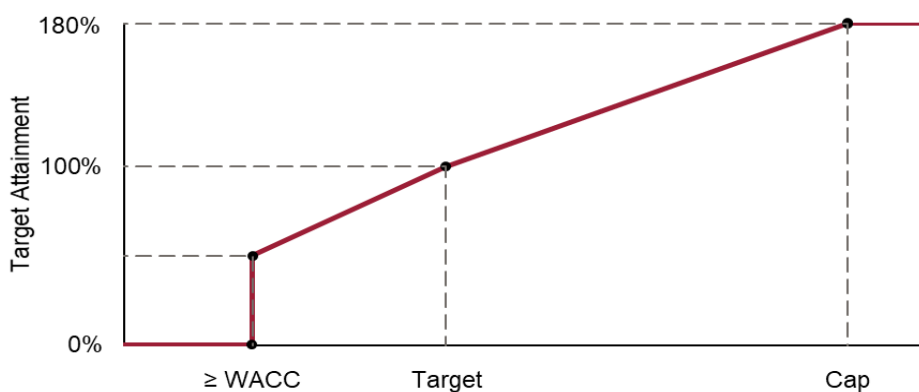
The LTI is awarded in the form of annual tranches of virtual performance shares (VPS), thus, it is share-based. At the start of the performance period, the target amount of the LTI is divided by the average share price of DEUTZ AG (arithmetic mean of the closing XETRA prices for the last 60 trading days before the performance period) to define the number of conditionally assigned virtual shares (virtual performance shares). This number can increase or decrease according to the performance of the (additively linked) criteria relative Total Shareholder Return (TSR) and Return on Capital Employed (ROCE – defined acc. to the Deutz Annual Report 2020). The number of VPS can also drop to zero should the set targets be missed by a substantial margin.

The relative TSR, weighted at 50%, compares the TSR performance of DEUTZ AG with the TSR performance of the DAXsubsector All Industrial Machinery (the TSR peer group). TSR performance is calculated as the ratio of share price performance plus paid dividends at the end vs. the beginning of the performance period. It is calculated for all companies in the defined TSR peer group and DEUTZ AG at the end of each performance period. The resulting individual values are ranked by percentiles, with the 0th percentile rank representing the lowest TSR performance and the 100th percentile the highest TSR performance.

Target attainment for the relative TSR is defined by the percentile ranking of DEUTZ AG at the end of the performance period: Up to the 25th percentile, target attainment is defined as 0%, at the 50th percentile, 100%, and from the 75th percentile, 180%, with a linear progression interpolated for all percentiles between these values.



The ROCE represents the second LTI criterion, weighted at 50%. Before the start of each business year, the Supervisory Board defines challenging threshold, target, and cap values for the ROCE in the new period, valid for the entire four-year term. The target is defined annually based on the expected long-term return on the capital employed. The ROCE threshold is set at the weighted average cost of capital (WACC) of DEUTZ AG. ROCE values below the WACC imply a target attainment of 0%. This means that the Management Board members are only entitled to this incentive component if the returns on the capital employed exceed the cost.

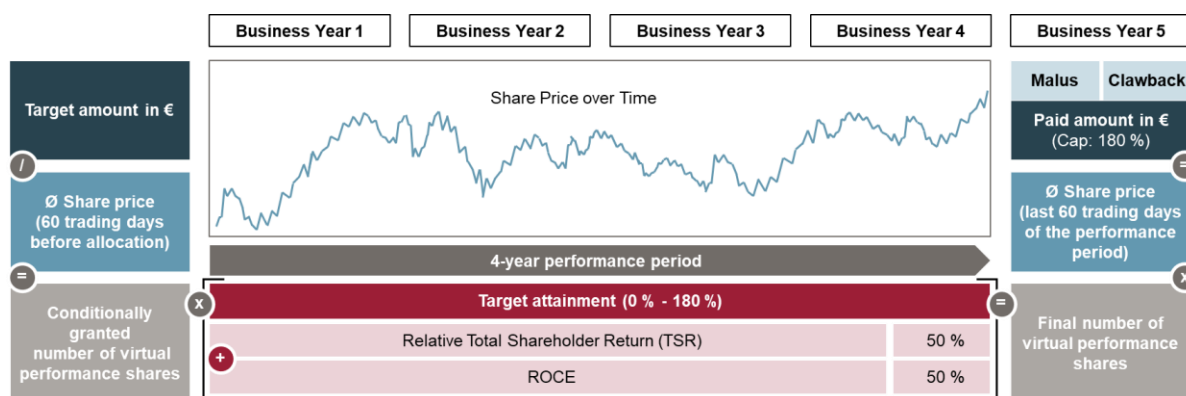


The specific threshold, target, and cap values for the ROCE are published in the remuneration report after the completion of each tranche, unless this would have an unfavourable effect for the market position of DEUTZ AG.

After the Supervisory Board’s acceptance of the consolidated annual report for the last business year of a performance period, the target attainment level is calculated for the ROCE by comparing the actual mean ROCE with the defined target.

The resulting target attainment for the relative TSR and ROCE are multiplied with the weighting for the performance criterion and added to define the total target attainment.

The final number of virtual performance shares is calculated at the end of the performance period by multiplying the originally assigned number of conditional VPS with the total target attainment. This final number is then multiplied with the average share price at the end of the performance period (arithmetic mean for the XETRA closing price of the last 60 trading days before the end of the performance period) to define the actual paid amount (limited to 180% of the target amount).



In accordance with the recommendation of G. 11 GCGC, the Supervisory Board has the option to consider exceptional developments in the calculation of the LTI as well. Again, generally unfavourable market conditions are not considered exceptional developments. Should the Supervisory Board decide to make use of this option and adjust the calculation for the LTI, the adjustments are reported in the next remuneration report.

3.4. Other Provisions

3.4.1. Malus and Clawback

The bonus and virtual performance shares are subject to certain malus and clawback conditions. In the case of serious violations of applicable laws or legal or contractual obligations by a member of the Management Board, which are to be explained in detail by the Company, the Supervisory Board has the power to withhold all or parts of as yet unpaid bonuses (malus) or to reclaim already disbursed bonuses (clawback). The Supervisory Board’s decision is based on best judgment and discretion. It shall not affect any of the company’s claims to damages in acc. with Sect 93 Subsect. 2 German Stock Corporation Act.

3.4.2. Special Allowances

The Supervisory Board can award special allowances according to its best judgment and discretion in exceptional cases defined and justified by the board. No such special allowances were awarded to Management Board members over the last ten years. A twofold cap applies: The special allowance is limited to half the annual basic salary of the recipient, and it forms part of the maximum remuneration acc. to Sect. 87a Subsect. 1 Sent. 2 Item 1 German Stock Corporation Act (for details cf. 3.4.3.). Should a special allowance be awarded to a member of the Management Board, its rationale and amount are stated and explained in the remuneration report for the business year in question.

3.4.3. Maximum Remuneration

The remuneration for Management Board members is limited by two factors. First, the variable components are capped (bonus: 150 %, virtual performance shares: 180 %); second, the Supervisory Board has defined a maximum remuneration level in acc. with Sect. 87a Subsect. 1 Sent. 2 Item 1 German Stock Corporation Act, which constitutes a hard-upper limit for the maximum remuneration awarded in any business year. This maximum remuneration includes the basic salary, additional benefits, pension provisions, payments of the STI and LTI, and any applicable special allowances. The maximum remuneration for the Chairman of the Board of Management is set at €2,800,000 and at €1,900,000 for each ordinary member of the Management Board.

4. Legal Transactions concerning Board Remuneration

4.1. Duration of Service Agreements

Service agreements with Management Board members are limited to the term of their appointment and renewed for each reappointment. The typical term upon first appointment is three years and a maximum of five years for each reappointment.

The service agreements with Management Board members do not define any ordinary termination process for either side. This does not affect the right of either party to terminate the service agreement without notice for good cause.

4.2. Provisions upon Termination of the Contract

Should the service agreement or appointment of a member of the Management Board be terminated early without good cause, the member of the Management Board will receive a severance payment calculated at the amount of the remuneration presumed due to him or her for the remainder of the original agreement, but highest for a period of two years (severance cap).

4.3. Change of Control

No separate provisions apply in the case of an early termination of Management Board appointments or periods of service due to a change of control. In such cases, the provisions of 4.2 of this remuneration system apply.

4.4. Entry or Exit within a Business Year

Should a Management Board member enter or exit his or her appointment during an ongoing business year, the remuneration is calculated pro rata temporis.

In the case of the (early) termination of an appointment, invalidity or retirement, any virtual performance shares for active LTI tranches not yet paid out remain at the agreed amount and will be disbursed according to the defined regulations after the target attainment has been calculated. No early disbursement is possible. Claims to virtual performance shares from active tranches are forfeited if the service agreement of the Management Board member is terminated by the company for good cause, if the Management Board member resigns his or her appointment, or if the Management Board member lets the service agreement lapse with its regular termination and does not accept an offer of reappointment on equivalent or better terms and conditions.

4.5. Remuneration for Supervisory Board Appointments within and outside of DEUTZ AG

Any remuneration paid to members of the Management Board for supervisory appointments at a DEUTZ AG subsidiary or company in which DEUTZ AG holds a material stake is set off against the Management Board member's regular remuneration.

Up to half of any remuneration for supervisory appointments outside of DEUTZ AG can be set off against the Management Board member's regular remuneration, at the Supervisory Board's best judgment and discretion.

5. Temporary Deviations from the Remuneration System

A deviation from the established remuneration system for Management Board members is possible in accordance with the applicable regulations of Sect. 87a Subsect. 2 Sent. 2 German Stock Corporation Act if exceptional circumstances apply that require such a deviation for the long-term good of the company. Any such deviation requires a formal decision by the Supervisory Board with a statement and transparent explanation of the reasons for this deviation. The specific components of the remuneration system affected by the deviation and the need for the deviation are also to be published and explained in the shareholders' remuneration statement.

The Supervisory Board proposes that the remuneration system described above for the members of the Board of Management of DEUTZ AG be approved.

6. Resolution to confirm the remuneration of the members of the Supervisory Board of DEUTZ AG

According to section 113 (3) AktG, companies listed on the stock exchange are required to adopt a resolution concerning the remuneration of supervisory board members at least once every four years, whereby a resolution confirming the remuneration will suffice.

The remuneration of the members of the Supervisory Board of DEUTZ AG is based on article 15 of the Company's Statutes, which has the following wording:

"(1) The members of the Supervisory Board receive a fixed annual remuneration of €40,000. The chairman of the Supervisory Board receives twice this amount and the deputy chairman one-and-a-half times the amount.

(2) They are also entitled to claim reimbursement of their expenses, plus an attendance fee of €1,500 for each Supervisory Board meeting they attend. The Company may also take out appropriate liability insurance in their favor.

(3) Members of the Human Resources Committee and members of the Audit Committee receive an additional fixed annual remuneration of €12,000. Members of other committees, in particular members of the Nominations Committee and members of the Arbitration Committee, receive an additional fixed annual remuneration of €8,000. The chairman of a committee receives double this amount, and his deputy one-and-a-half times the amount. Each member of a committee also receives an attendance fee of €1,500 for each committee meeting attended.

(4) The members of the Supervisory Board also receive reimbursement of any value-added tax incurred by them in relation to their remuneration for performance of their work for the Supervisory Board.

(5) The AGM shall decide whether, and to what extent, remuneration is to be paid to the Supervisory Board if the Company is wound up."

The rules on remuneration that currently apply to the Supervisory Board were approved by the Annual General Meeting on April 26, 2018. They remain appropriate and therefore should not be amended. The remuneration system of the Supervisory Board is described below in accordance with sections 87a (1) second sentence, 113 (3) third sentence AktG:

The remuneration for the members of the Supervisory Board is, with the exception of the eventuality of the Company being wound up, definitively regulated in the Company's Statutes; there are no collateral agreements.

The remuneration system set out in the Statutes is simple, clear, and transparent. The members of the Supervisory Board receive the fixed annual remuneration specified in the Statutes. The chairman of the Supervisory Board receives twice this amount and the deputy chairman one-and-a-half times the amount (article 15 (1) of the Company's Statutes). The Supervisory Board members are also entitled to claim reimbursement of their expenses, plus an attendance fee in the amount specified in the Statutes for each Supervisory Board meeting they attend (article 15 (2) first sentence of the Company's Statutes).

An additional fee is paid to Supervisory Board members who sit on committees (annual fixed remuneration and fixed attendance fee) (article 15 (3) of the Company's Statutes). The members of the Supervisory Board also receive reimbursement of any value-added tax incurred by them in relation to their remuneration for performance of their work for the Supervisory Board (article 15 (4) of the Company's Statutes). There are no plans to introduce a variable remuneration for the members of the Supervisory Board that is dependent on the achievement of certain performance levels or targets.

The Annual General Meeting shall decide to what extent remuneration is to be paid to the Supervisory Board in the event that the Company is wound up (article 15 (5) of the Company's Statutes).

The Company may take out directors' and officers' insurance (D&O insurance) for the members of the Supervisory Board and has done so (article 15 (2) of the Company's Statutes).

The Supervisory Board is not involved in operational matters. Instead, it contributes to the sustainable development of the Company through its monitoring role (section 87a (1) second sentence 2 no. 2 AktG). The decision to pay only fixed remuneration (annual fixed remuneration plus fixed attendance fee) has proven successful. The Board of Management and the Supervisory Board are of the opinion that paying the members of the Supervisory Board fixed remuneration only is the best way to take account of the fact that the control function of the Supervisory Board has to be performed independently of the Company's performance, and that this is consistent with the recommendations of the German Corporate Governance Code. The remuneration of the Supervisory Board therefore has no variable remuneration components (section 87a (1) second sentence nos. 3, 4 and 6 AktG) and no share-based components (section 87a (1) second sentence 2 no. 7 AktG).

The annual fixed remuneration is paid after the end of the financial year, before the Annual General Meeting, and the attendance fees are paid after each meeting attended. There are no deferment periods for the payment of remuneration components (section 87a (1) second sentence 2 no. 5 AktG). The remuneration is tied to the continuation of the Supervisory Board mandate. No promises of severance payments, retirement pensions, or early retirement arrangements have been made (section 87a (1) second sentence no. 8 AktG). The remuneration and employment

terms of the employees are of no relevance to the remuneration system of the Supervisory Board (section 87a (1) second sentence no. 9 AktG). The representatives of the shareholders receive the same remuneration as the employee representatives on the Supervisory Board.

The remuneration system for the Supervisory Board is resolved by the Annual General Meeting based on a proposal from the Board of Management and the Supervisory Board. At regular intervals (at least once every four years) the Board of Management and Supervisory Board carry out a review to establish whether the amount and composition of Supervisory Board remuneration is still appropriate and in line with market rates (section 87a (1) second sentence no. 10 AktG). As the remuneration is regulated in the Statutes, any change to the remuneration system requires an amendment of the Statutes.

The current version of the Statutes is available on the internet at:

<https://www.deutz.com/en/investor-relations/corporate-governance/statutes/>

The remuneration of the individual Supervisory Board members based on the provisions in article 15 of the Company's Statutes is described in the remuneration report. The remuneration report forms part of the 2020 annual report, which is available at

<https://www.deutz.com/en/investor-relations/>

The Board of Management and Supervisory Board propose that the remuneration system for the members of the Supervisory Board of DEUTZ AG described above be confirmed.

7. Elections to the Supervisory Board

Dr. Ulrich Dohle's term as a member of the Supervisory Board was ended with effect from October 7, 2020 by a decision of the local court of Cologne (registration court), due to his severe and ongoing illness. At the request of the Board of Management, and as proposed by the Nominations Committee, the local court in Cologne appointed Dr. Ing. Rudolf Maier in accordance with section 104 AktG to replace Dr. Dohle as a member of the Supervisory Board with effect from October 7, 2020 until the end of the 2021 Annual General Meeting. In its request to the court to appoint Dr. Ing. Rudolf Maier, the Board of Management complied with the recommendation in item 15 of the German Corporate Governance Code, according to which a request for the court to appoint a supervisory board member should be limited to the period up to the next annual general meeting. His election by the Annual General Meeting is therefore now required.

Dr. Dohle was elected by the Annual General Meeting of DEUTZ AG on April 30, 2019 to serve as a member of the Supervisory Board for the period that runs until the end of the Annual General Meeting that decides whether to formally approve the actions of the Supervisory Board for the 2022 financial year. According to section 9 (5) of the Statutes, supplementary elections are conducted to cover the remaining term of a resigning member.

Pursuant to section 96 (1) and section 101 (1) AktG in conjunction with section 1 (1) no 1, section 6 (1), section 7 (1) first sentence no 1, section 7 (2) no 1 and section 7 (3) of the German Co-determination Act (MitbestG) as well as Article 9 (1) of the Company's Statutes, the Supervisory Board consists of twelve members, with six shareholder representatives and six employee representatives; at least 30 percent of the Supervisory Board members (i.e. at least four) must be female and at least 30 percent (i.e. at least four) must be male. The approach of meeting the quota at the overall board level was rejected as provided for in section 96 (2) third sentence AktG and therefore the minimum quota must be met separately by the shareholders' side and the employees' side. This means that at least two of the six shareholder representatives on the Supervisory Board must be female and at least two must be male.

The Supervisory Board proposes, on the recommendation of its Nominations Committee, the election of

Dr. Ing. Rudolf Maier, independent management consultant, former member of the divisional board of Bosch Diesel Systems, Stuttgart, with responsibilities for development and for the 'injection systems for commercial vehicles & off road' product area, resident in Stuttgart

as shareholder representative on the Supervisory Board with effect from the end of the Annual General Meeting on April 29, 2021 until the end of the Annual General Meeting that decides on the formal approval of the actions of the Supervisory Board for the 2022 financial year. These nominations are consistent with the targets set out by the Supervisory Board for its composition and with the requirements of the German Corporate Governance Code.

The Supervisory Board has satisfied itself that the proposed candidate will be able to devote the amount of time that is expected to be required.

The Supervisory Board is of the opinion that – within the meaning of item 5.4.2 of the German Corporate Governance Code – the candidate has no personal or business connection of relevance for the election decision of an objective shareholder, neither with DEUTZ AG nor with its group companies, the governing bodies of the Company, or any shareholder who directly or indirectly owns 10 percent or more of the voting shares of DEUTZ AG. DEUTZ AG has no business relationships with Dr. Maier.

The Annual General Meeting is not bound by the proposed nominations for election.

The candidate proposed for election also acts as a member of other statutory supervisory boards or comparable German or international supervisory bodies of private-sector companies in the following organizations.

Membership of other statutory supervisory boards:

- Chairman of the Supervisory Board of Bosch Engineering GmbH, Abstatt, Germany
- Chairman of the Supervisory Board of ITK Engineering GmbH, Rülzheim, Germany

Membership of comparable German or international supervisory bodies of private-sector companies:

- Vice Chairman of the Board of Directors of the Weifu High Technology Group, Wuxi, China

The role at Weifu High Technology Group, Wuxi, China, is scheduled to end in May 2021. The candidate's résumé and summaries of relevant activities which he will be pursuing alongside his Supervisory Board membership are presented below and can also be found on our Company's website (www.deutz.com).

Dr. Ing. Rudolf Maier

resident in Stuttgart, independent management consultant, former member of the divisional board of Bosch Diesel Systems, Stuttgart, with responsibilities for development and for the 'injection systems for commercial vehicles & off road' product area.

Personal information

Date of birth: October 17, 1957

Place of birth: Schönau, Germany

Education

Studied mechanical engineering, majoring in control engineering & thermal turbomachines at the University of Stuttgart

Degree: Doctorate in Engineering (Dr. Ing) from the University of Stuttgart

Career history

- 1989 Bosch Diesel Systems, group manager, product measuring technology and tolerance issues
- 1993 Bosch Diesel Systems, group manager/department manager, distributor injection pumps development
- 1997 Bosch Diesel Systems, systems division manager, time-controlled individual pump systems
- 2001 Bosch Diesel Systems, product division manager, injection systems for commercial vehicles
- 2007 Chairman of the management board of Bosch Automotive Diesel Systems Co. Ltd., Wuxi, China
- 2011 Member of the divisional board at Bosch Diesel Systems with responsibility for development
- 2014 Member of the divisional board at Bosch Diesel Systems with responsibility for the 'injection systems for commercial vehicles & off road' product area
- Since 2018 Independent management consultant and chairman of the Supervisory Board of Bosch Engineering GmbH, Abstatt, Germany
- Chairman of the Supervisory Board of ITK Engineering GmbH, Rülzheim, Germany
- Vice Chairman Weifu High Technology Group, Wuxi, China

Summary of relevant activities alongside Supervisory Board membership:

In addition to his work as an independent management consultant, Dr. Ing. Rudolf Maier currently serves as chairman of the Supervisory Board of Bosch Engineering GmbH, Abstatt, Germany; as chairman of the Supervisory Board of ITK Engineering GmbH, Rülzheim, Germany; and as Vice Chairman of the Board of Directors of the Weifu High Technology Group, Wuxi, China.

II. REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS

1. Total number of shares and voting rights

The issued capital of the Company amounting to €308,978,241.98 was divided into 120,861,783 no-par-value bearer shares on the date on which this Annual General Meeting was convened. Each share confers one vote. All the shares are of the same type. The Company held no treasury shares on the date on which this Annual General Meeting was convened.

2. Requirements for attendance at the Annual General Meeting and the exercise of voting rights

Annual General Meeting without the physical presence of the shareholders

In accordance with section 1 (1), (2) 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 Pandemic as amended with effect from February 28, 2021 by the Law on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association, and Foundation Law as well as in Tenancy and Lease Law of December 22, 2020 ('COVID-19 Act'), the Board of Management has decided, with the consent of the Supervisory Board, that this year's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives. Parliament has however explicitly allowed proxies nominated by the Company to attend in person as representatives of the shareholders. **No shareholders or other shareholder representatives (with the exception of the proxies appointed by the Company) are permitted to attend the virtual Annual General Meeting in person.**

Shareholders or their authorized representatives can exercise voting rights exclusively by means of electronic communication (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 AktG cannot participate electronically in the meeting.

The Annual General Meeting will take place in the offices of the Company in Cologne, at Ottostrasse 1, 51149 Cologne (Porz-Eil), attended by the Chairman of the Supervisory Board and the Chairman of the Board of Management and other members of the Supervisory Board and of the Board of Management, the proxies nominated by the Company and the notary charged with taking the minutes of the Annual General Meeting.

Holding the 2021 Annual General Meeting as a virtual Annual General Meeting in accordance with the COVID-19 Act requires modifications to the procedures of the Annual General Meeting and to the rights of the shareholders. An audio and video webcast of the entire Annual General Meeting will be streamed on the internet, shareholders will be permitted to exercise their voting rights via electronic communication (electronic postal voting) and by authorizing proxies, shareholders will be granted the right to ask questions by means of electronic communication in advance of the virtual Annual General Meeting and shareholders who have exercised their voting rights can raise objections to resolutions of the Annual General Meeting by means of electronic communication.

The Company also intends, around one week prior to the date of the virtual Annual General Meeting, to publish a draft copy of the CEO's speech in the version available at that time on the Company's website at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/> in order to give the shareholders an opportunity to ask questions about it.

We are therefore asking shareholders this year to take special note of the information below concerning registration for the Annual General Meeting, the exercising of voting rights, and other shareholder rights.

Only shareholders who register with the Company prior to the Annual General Meeting and provide proof of their entitlement to attend the Annual General Meeting and exercise their voting rights will be entitled to attend the virtual Annual General Meeting and exercise their voting rights (including exercising their voting rights by means of electronic postal vote or via an authorized representative).

The proof of entitlement to attend the virtual Annual General Meeting and to exercise voting rights must relate to such status as at the start of the 21st day before the Annual General Meeting, i.e. as at **00.00 hours (CEST) on April 8, 2021 (the proof of entitlement reference date)**. The proof of entitlement is to be submitted in the form of evidence prepared by the last intermediary (e.g. the custodian bank) in German or English in text form. In addition to the proof of entitlement to attend pursuant to section 67c (3) AktG, the Company will also accept equivalent evidence of shareholding provided by the custodian bank pursuant to section 123 (4) AktG (old version).

Registration together with proof of entitlement to attend the virtual Annual General Meeting and exercise voting rights must reach the Company via the following address in text form (as defined in section 126b BGB) in either German or English by no later than **24.00 hours (CEST) on April 22, 2021**.

DEUTZ AG
c/o Deutsche Bank AG Securities
Production General Meetings
Postfach 20 01 07
60605 Frankfurt am Main Germany
Fax: +49 (0)69 12 01 28 60 45
Email: wp.hv@db-is.com

In order for shareholders to follow the webcast of the virtual Annual General Meeting via the InvestorPortal at:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/>

and exercise additional shareholder rights, they must have registered in time and submitted proof of their shareholding to the Company. Confirmation of registration together with the Annual General Meeting login details required for the use of the InvestorPortal will be sent to shareholders by post once they have registered. We would ask shareholders to register and send in the proof as soon as possible so that they receive the Annual General Meeting login details in good time.

3. Importance of the proof of entitlement reference date

The proof of entitlement reference date is the critical date regarding the number of persons with the right to attend and exercise voting rights at the virtual Annual General Meeting. Only those who have provided proof that they are shareholders as at the proof of entitlement reference date qualify as shareholders of the Company who can attend the virtual Annual General Meeting and exercise voting rights. Changes in shareholdings after the proof of entitlement reference date are disregarded for this purpose. Shareholders who have acquired their shares after the reference date are therefore not entitled to attend the Annual General Meeting or exercise voting rights. This does not affect the right of a seller to appoint the buyer as an authorized representative. Shareholders who have duly registered and provided the relevant proof are entitled to attend the virtual Annual General Meeting and exercise their voting rights and to ask questions even if they have sold the shares after the proof of entitlement reference date. This date has no effect on the marketability of shares and is of no relevance as far as any entitlement to dividends is concerned.

4. Procedure for voting via an authorized representative proxy or by means of electronic postal vote

Shareholders who do not wish to attend the virtual Annual General Meeting themselves may elect to have their voting rights exercised by an authorized representative such as an intermediary (e.g. a bank), a shareholder association, or the proxy nominated by DEUTZ AG. In this case too, timely registration and submission of the proof of entitlement to attend the Annual General Meeting and exercise a voting right is also required as specified in item II.2. If a shareholder appoints more than one authorized representative, the Company is entitled to reject one or more of them.

The granting or revocation of authority, together with the proof of authority, must be submitted to the Company in text form (as defined in section 126b BGB), unless the authority has been granted to an intermediary or a person equivalent to an intermediary in accordance with section 135 (8) AktG (including, but not limited to, shareholder associations, and voting consultants).

Within the scope of section 135 AktG (in particular authorization of intermediaries, shareholder associations, and voting consultants in accordance with section 134a AktG), neither section 134 (3) third sentence AktG nor the Statutes specifically require text form. If intermediaries, equivalent institutions, companies, shareholder associations, or other equivalent persons or entities within the meaning of section 135 (8) AktG are authorized to exercise voting rights, the authorized representative must merely retain the proxy declaration in a verifiable form; this proxy declaration must be complete and must only contain declarations relating to the exercise of voting rights. In such cases, shareholders are requested to consult the entity to be granted such authority in good time in order to ensure that the entity's requirements as regards the form of authority are satisfied.

Shareholders wishing to appoint a proxy that is not an intermediary (e.g. a bank) or equivalent person or association (including, but not limited to, a shareholder association) within the meaning of section 135 (8) AktG may do so using the form provided by the Company for this purpose. This form will be sent to properly registered persons together with their confirmation of registration. A form that can be used to appoint an authorized representative may also be downloaded from the website <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/>. There is no obligation to use the form provided by the Company. Shareholders may appoint proxies by other means, provided that the required formalities are observed. Shareholders who wish to make use of this option are requested to pass on to the authorized representative the login details sent to them with the confirmation of registration.

The communication channels listed below are provided for notifying the Company of the appointment of an authorized representative, for cancelling such an appointment, and for submitting proof of the appointment, in particular electronically ('**communication channels**').

DEUTZ AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 (0) 89 30 90 37 46 75
Email: anmeldestelle@computershare.de

DEUTZ AG also offers shareholders the option of being represented at the virtual Annual General Meeting by employees of the Company who will then act in accordance with the instructions of the shareholder concerned. If a shareholder appoints as a proxy one of the proxies nominated by the Company for this purpose, the shareholder must have registered in a timely manner in advance in the same way and must issue instructions to the proxy for the exercise of his/her voting rights in respect of each individual agenda item that has been announced. Unless these instructions are issued, the proxies appointed by the Company will not represent the relevant votes. The persons nominated by the Company to act as proxies on behalf of shareholders are under an obligation to vote in accordance with the instructions from the shareholders concerned. The proxy nominated by the Company is unable to accept any instruction to raise objections to resolutions of the virtual Annual General Meeting or to ask questions.

The proxy form sent to shareholders with the confirmation of registration may be used to authorize a proxy nominated by the Company and to issue instructions to this proxy. This form can also be downloaded from the website at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/>. Proxy authorizations with instructions, their revocation and the evidence of authorization must be submitted in text form (as defined in section 126b BGB).

The appointment of authorized representatives, proxy authorizations with instructions, and the issue or amendment of such instructions must be sent by post, fax, or email to reach the following address by no later than **17.00 hours (CEST) on April 28, 2021**:

DEUTZ AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 (0) 89 30 90 37 46 75
Email: anmeldestelle@computershare.de

Shareholders can also grant proxies to third parties and issue authorization and instructions to the voting proxies nominated by the Company via the InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/>. Shareholders who wish to make use of the option to grant proxies to third parties are requested to pass on to their authorized representative the login details sent to them with the confirmation of registration. The appointment of authorized representatives and the issuing of instructions to the proxies nominated by the Company can be communicated or amended via the InvestorPortal – even after 17.00 hours (CEST) on April 28, 2021 – until voting is closed by the meeting chairman at the virtual Annual General Meeting.

The foregoing information on the submission of notifications and the deadlines to be complied with also apply to a revocation of the authority granted to an authorized representative or to a proxy nominated by the Company, and for amendments to instructions.

Voting by electronic postal vote

Shareholders can also exercise their voting right by means of electronic postal vote. This also requires timely registration and the submission of evidence of shareholding. Authorized representatives, authorized intermediaries (e.g. banks), shareholder associations, voting consultants or their equivalents in accordance with section 135 AktG can also use electronic postal votes..

Postal votes can only be submitted by means of electronic communication via the InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/>. Postal votes may be submitted or amended via the InvestorPortal until the meeting chairman closes postal voting before the start of actual voting at the virtual Annual General Meeting.

5. Requests for additions to the agenda, motions, nominations for election, requests for information, opportunity to object

5.1 Requests for additions to the agenda submitted by a minority 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. The request must be submitted in writing to the Board of Management of DEUTZ AG.

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. Please refer to the rules in section 70 AktG about calculating the length of time that shares have been held. Appropriate confirmation from the last intermediary (e.g. custodian bank) will suffice as proof.

Requests for additions to the agenda must reach the Company by no later than **24.00 hours (CEST) on March 29, 2021**. Please send any such requests to the following address:

DEUTZ AG
Board of Management
Ottostrasse 1
51149 Cologne (Porz-Eil)
Germany

Unless they have already been published with the notice of the Annual General Meeting, any new additions to the agenda will be published on receipt of the request without delay in the German Federal Gazette and in media that can be assumed to distribute the information throughout the whole of the European Union. They will also be published on the DEUTZ AG website at www.deutz.com/en/investor-relations/annual-general-meeting/2021/ and notified to shareholders.

5.2 Motions and nominations for election from shareholders in accordance with section 126 (1) and section 127 AktG

Counterproposals within the meaning of section 126 AktG and nominations for election within the meaning of section 127 AktG – including the name of the shareholder, any justification that is based on legal requirements (not required for nominations for election), and any response from the management – will be made available by the Company on the DEUTZ AG website at www.deutz.com/en/investor-relations/annual-general-meeting/2021/, provided that the shareholder sends them to the following address at least 14 days before the meeting, i.e. by no later than **24.00 hours (CEST) on April 14, 2021**.

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil)
Germany
Fax: +49 (0) 221 822 15 249 1
Email: ir@deutz.com

The Company may decline to make a counterproposal and the reasons for the counterproposal available on its website if one of the criteria for exclusion as specified by section 126 (2) first sentence AktG is deemed to be met, e.g. because the counterproposal would lead to a decision by the Annual General Meeting that would be in contravention of the law or the Statutes. The reasons for a counterproposal do not need to be made available if the text amounts to more than 5,000 characters in total.

The aforementioned rules apply analogously to any proposal by a shareholder concerning the election of members of the Supervisory Board or the appointment of auditors. The Board of Management does not have to make a nomination for election available if the nomination does not include the information pursuant to section 127 third sentence AktG in conjunction with section 124 (3) fourth sentence and section 125 (1) fifth sentence AktG.

Shareholders are requested to include proof of their status as a shareholder when they send in their counterproposal or nomination for election.

By publishing counterproposals and/or nominations for election in accordance with the above, the Company is fulfilling its statutory duty under 126 (1) and 127 AktG, as these requirements remain unaffected by the COVID-19 Act. Shareholder motions or nominations for election to be made available in accordance with sections 126 or 127 AktG are deemed to have been made at the meeting if the shareholder proposing the motion or nomination is duly authorized and has registered for the Annual General Meeting.

5.3 Right of shareholders to ask questions by means of electronic communication

Shareholders will be granted the right to ask questions by means of electronic communication in accordance with section 1 (2) first sentence no. 3 and second sentence of the COVID-19 Act . The Board of Management has stipulated, in agreement with the Supervisory Board, that shareholders will not have a right to ask questions at the virtual Annual General Meeting itself. Questions from shareholders or authorized representatives may only be submitted via the InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/> and must have reached the Company **by no later than 24:00 hours (CEST) on April 27, 2021**. Questions received after this time will be disregarded. Only duly registered shareholders or authorized representatives who have furnished the required proof of shareholding have a right to submit questions. By way of derogation from section 131 AktG, the Board of Management decides at its own discretion, exercising all due care and diligence, whether it will answer the questions at the virtual Annual General Meeting.

5.4 Opportunity to object to resolutions of the Annual General Meeting

Shareholders will be given the opportunity to object to resolutions of the virtual Annual General Meeting in accordance with section 1 (2) first sentence no. 4 of the COVID-19 Act. Objections may only be submitted via the InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2021/> and may be raised only by shareholders who have exercised their voting right by electronic postal vote or by proxy. Objections can be raised at any time from the start of the virtual Annual General Meeting until it is closed by the meeting chairman, stating the resolution to which the objection relates. Objections may also be submitted through an authorized representative. The voting proxies nominated by the Company are not available for this purpose.

6. Resolutions

No resolutions will be adopted in respect of agenda item 1. The resolution in respect of agenda item 5 does not give rise to any rights or obligations pursuant to section 120a AktG and cannot be challenged pursuant to section 243 AktG. Votes on the other agenda items are binding.

For each vote, the options available are: voting in favor, voting against, or abstaining.

7. Publication of information on the website

The following information is available on the DEUTZ AG website at www.deutz.com/en/investor-relations/annual-general-meeting/2021/ in accordance with section 124a AktG:

- This notice of the Annual General Meeting;
- Explanation as to why there is no voting on the subject matter under agenda item 1;
- The documents to be made available to the Annual General Meeting;
- The total number of shares and voting rights on the date of the notice of the Annual General Meeting;
- Access to the InvestorPortal,
- Any requests from shareholders for additions to the agenda pursuant to section 122 (2) AktG received by the Company after the notice of the Annual General Meeting was issued.

Any other pertinent information – such as counterproposals and nominations for election received from shareholders and further explanatory notes on the shareholders' right to ask questions described under point 5.3 – will be made available on the Company's aforementioned website.

8. Information to be made available

The adopted single-entity financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2020 financial year, together with the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289a and section 315a in conjunction with section 294 (4) of the German Commercial Code (HGB), and the report of the Supervisory Board for the 2020 financial year will be made available on the website of DEUTZ AG at www.deutz.com/en/investor-relations/annual-general-meeting/2021/. These documents can also be sent to shareholders if so requested.

9. Data protection information for shareholders and their representatives

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 8222 03 0
Fax: +49 (0) 221 8221 52 03 0
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 counterproposal 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 counter motions or nominations for election pursuant to sections 126 and 127 AktG are submitted, they will be published on the Company's website, i.e. made publicly available, together with the name of the shareholder concerned, the reasons for the counter motion 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 virtual 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.

Cologne, March 2021

DEUTZ AG
The Board of Management

DEUTZ AG
51149 Cologne
www.deutz.com