

## **Profile of skills and expertise, and objectives for the composition of the Supervisory Board of Dürr Aktiengesellschaft**

The Supervisory Board of Dürr AG shall be composed of twelve members. The shareholders shall elect six members, and the employees shall elect six members in accordance with the provisions of the German Co-determination Act (Mitbestimmungsgesetz). The Supervisory Board shall be composed such that its members collectively have the knowledge, skills and professional expertise required to properly perform its tasks.

On this basis, the Supervisory Board agrees the following profile of skills and expertise and thus the following objectives for its composition, taking into account the recommendations of the German Corporate Governance Code (GCGC):

### **I. Skills, expertise and professional knowledge**

- At least one member of the Supervisory Board must have expertise in the field of accounting and at least one further member in the field of auditing (first half-sentence of Section 100 (5) of the German Stock Corporation Act).
- The Chair of the Audit Committee shall have specific knowledge of and experience in applying accounting principles and internal control procedures and shall be familiar with audits.
- Collectively, the members shall be familiar with the sector in which the Dürr Group operates (second half-sentence of Section 100 (5) of the German Stock Corporation Act).
- The Supervisory Board as a whole shall have the skills and expertise required to provide expert advice to and supervision of the Board of Management; these include, in particular, experience and knowledge of:
  - the management of a large, international group,
  - mechanical and plant engineering including the computer-based control of machines and systems,
  - production technology, sales, marketing and after-sales activities,
  - in the field of digitalization,
  - markets in which the Dürr Group operates,
  - employee leadership, motivation and development,
  - accounting and financial reporting,
  - with the audit of financial statements,
  - controlling, risk management, compliance and governance,
  - in the field of sustainability (environment, social affairs, and corporate governance – ESG).
- Every Supervisory Board member shall have basic knowledge of the relevant legal standards, in particular the Co-determination Act.

- Every Supervisory Board member shall ensure that he/she can devote the amount of time required for the proper performance of the mandate – alongside his/her additional role as a committee member, if applicable. In doing so, every Supervisory Board member shall observe the maximum number of mandates recommended by the GCGC.
- Every Supervisory Board member shall take responsibility for undertaking any training or professional development measures necessary to fulfill his/her tasks.

## **II. Diversity of Supervisory Board members**

- The Supervisory Board shall be composed of women at a minimum ratio of 30% and of men at a minimum ratio of 30% (Section 96 (2) of the German Stock Corporation Act).
- With a view to diversity, the Supervisory Board shall aim to consider diverse professional and international knowledge and experience.

## **III. Independence of Supervisory Board members**

- The Supervisory Board shall include an appropriate number of independent members from the group of shareholder representatives in accordance with Recommendations C.6, C.7, and C.9 of the GCGC. Long-term conflicts of interest shall be avoided. Both aspects shall be reviewed by the Supervisory Board at regular intervals, taking into account the shareholder structure of Dürr AG.
- The Supervisory Board shall not include any members who exercise executive or advisory functions at significant competitors of the Dürr Group and members shall not have a personal relationship with a significant competitor. No more than two former members of the Management Board shall be members of the Supervisory Board.

## **IV. Age limit and standard membership term**

- At the time of their election and/or appointment, the Supervisory Board members shall, as a rule, be no older than 70. It is possible to deviate from this rule in certain cases where justified.
- As a rule, Supervisory Board membership shall not exceed 15 years. In view of the shareholder structure of Dürr AG and matters of co-determination, it is possible to deviate from this rule.

The Supervisory Board shall review the profile of skills and expertise and the objectives at regular intervals and report on the further development as well as on the achievement of objectives.

Bietigheim-Bissingen, September 29, 2021

On behalf of the Supervisory Board

Gerhard Federer  
-Chairman-

### ***Please note:***

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