



The version dated May 2018

STATUTES

of

DEUTZ Aktiengesellschaft

Cologne

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I

Miscellaneous provisions

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Company name and registered office

(1) The name of the public limited company is DEUTZ Aktiengesellschaft.

(2) Its registered office is in Cologne.

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Objects of the Company

(1) The Company heads and manages a group of companies and investments in companies which operate in the area of development, manufacture and distribution of machinery, particularly diesel engines marketed under the DEUTZ brand, as well as in the retail and service sectors.

(2) The Company itself may also operate within the aforementioned business areas. It is entitled to engage in all transactions and take all measures which are directly or indirectly connected with the objects of the Company or would serve to further these objects. It may to this extent also establish, acquire or invest in other companies. It is authorised to bring companies in which it holds an interest under unified management or to restrict itself to the administration of these companies.

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Official announcements

(1) The official announcements of the Company shall be made through publication in the electronic Federal Gazette, unless publication in the Federal Gazette is stipulated by law.

(2) Information to be provided to the shareholders of the Company may also be sent by electronic means.

Share capital, shares, bonds**Share capital**

(1) The share capital of the Company amounts to €308.978.241,98 (in words: three hundred and eight million, nine hundred and seventy-eight thousand, two hundred and forty-one euros and ninety-eight cents). It is divided into 120.861.783 (in words: one hundred and twenty million, eight hundred and sixty-one thousand, seven hundred and eighty-three) registered no-par-value shares.

(2) The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or before 25 April 2023 on one or more occasions in instalments through the issue of up to 36,258,534 (in words: thirty-six million two hundred and fifty-eight thousand five hundred and thirty-four) new no-par-value bearer shares for cash by up to a total amount of €92,693,470.30 (in words: ninety-two million six hundred and ninety-three thousand four hundred and seventy euros and thirty cents) (authorised capital I). Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right). However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of shareholders for fractional amounts arising on the calculation of pre-emption rights. The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital I.

(3) The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or

before 25 April 2023 on one or more occasions in instalments through the issue of up to 24,172,356 (in words: twenty-four million one hundred and seventy-two thousand three hundred and fifty-six) new no-par-value bearer shares for cash and/or non-cash contribution by up to a total amount of €61.795.646,86 (in words: sixty-one million seven hundred and ninety-five thousand six hundred and forty-six euros and eighty-six cents) (authorised capital II). Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right). The Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the existing shareholders,

a) for fractional amounts;

b) for capital increases against non-cash contributions, in particular

(I) when issuing new shares for mergers or acquisitions of entities, parts of entities or equity investments in entities, including increases in existing shareholdings or other assets eligible as capital contributions in connection with such acquisition plans, including receivables from the Company,

(II) when acquiring other assets or claims to the acquisition of assets and

(III) when carrying out a so-called scrip dividend, where shareholders are offered the option of exchanging their rights to a dividend (wholly or in part) for new shares;

c) for cash contributions, if the issue price of the shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed;

d) in order to grant holders or creditors of bonds with option or conversion rights to shares of the Company or with option or conversion obligations

(where such bonds are issued or are to be issued in future by the Company or by one of its direct or indirect majority shareholdings) a pre-emption right to the same amount of new shares in the Company that they would be entitled to as a shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

The total shares issued subject to a disapplication of pre-emption rights against cash and/or non-cash contributions must not exceed 20 per cent of the issued capital either at the time this authorisation becomes effective or – if this value is lower – at the time this authorisation is utilised. The aforementioned 20 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of all other authorisations under disapplication of pre-emption rights ('disapplication limit'), with the exception of a disapplication of pre-emption rights for fractional amounts. An issue of shares in this sense also includes the issue or creation of option or conversion rights or obligations in respect of the Company's shares from bonds issued by the Company or by its direct or indirect majority shareholdings, if the bonds are issued on the basis of an appropriate authorisation during the term of this authorisation, disapplying pre-emption rights. If another authorisation for a disapplication of shareholders' pre-emption rights that was exercised during the term of this authorisation is renewed by the Annual General Meeting, however, the disapplication limit will not apply to the extent that the renewed authorisation permits the issue of shares with disapplication of pre-emption rights.

The total of the shares issued for cash with the disapplication of pre-emption rights pursuant to c) must not exceed 10 per cent of the issued capital at the time the issue becomes effective or – if lower – 10 per cent of the issued capital existing at the time this authorisation is exercised.

The aforementioned 10 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of other authorisations in direct application or application *mutatis mutandis* of section 186 (3) sentence 4 AktG with the disapplication of pre-emption rights ('disapplication limit'). This restriction also includes shares that have been or will be issued in order to service bonds with conversion rights, option rights or conversion or option obligations in so far as the bonds were issued by the Company or a direct or indirect majority shareholding during

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the term of this authorisation with the disapplication of pre-emption rights in application mutatis mutandis of section 186 (3) sentence 4 AktG. If another authorisation for a disapplication of shareholders' pre-emption rights that was exercised during the term of this authorisation is renewed by the Annual General Meeting, the disapplication limit will cease to apply to the extent that the renewed authorisation permits the issue of shares with the disapplication of pre-emption rights in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG.

The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital II.

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Bonds, profit-sharing rights

(1) The Management Board may resolve to issue bonds which are registered and to order or, with official approval, bearer bonds which may or may not be secured by property.

(2) The Management Board shall decide the par value of the bonds, the interest rate and other details of the issue, termination and redemption.

(3) The resolutions pursuant to (1) and (2) require the consent of the Supervisory Board. The same applies to the termination of the bonds.

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Form of the shares, bonds etc.

(1) The Management Board shall decide on the wording and the form of the shares and the bonds, and of the interim or profit share certificates and interest and renewal coupons. The wording shall be subject to the consent of the Supervisory Board.

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(2) Global certificates may be issued. The right of the shareholders to have their ownership of shares evidenced by certificates is excluded.

III

Management Board

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Composition etc. of the Management Board

(1) The Management Board comprises at least two members.

(2) The Supervisory Board shall determine the number of members of the Management Board and the allocation of responsibilities. It may draw up and issue rules of procedure.

(3) The resolutions of the Management Board shall be adopted by simple majority vote, unless a larger majority is stipulated by law or by the rules of procedure. If a Chairman of the Management Board is appointed, he shall have the casting vote in the event of a tie.

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Representation of the Company

The Company is legally represented either by two members of the Management Board acting jointly or by one member of the Management Board acting in conjunction with a holder of full commercial power of attorney (*Prokurist*).

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Supervisory Board

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Composition, election etc. of the Supervisory Board

- (1) The Supervisory Board comprises twelve members.
- (2) The term of office of a person elected to the Supervisory Board shall continue until the end of the Annual General Meeting which formally approves the actions of the management for the fourth financial year following the start of the term. The financial year in which the term of office begins shall not be included.
- (3) Members of the Supervisory Board may stand for re-election.
- (4) Every member may resign his office by giving two months' notice to the end of a month in writing to the Management Board.
- (5) Supplementary elections shall be conducted to cover the remaining term of the resigning member.
- (6) At the same time as the elections for the ordinary members of the Supervisory Board, the annual general meeting may also elect up to five substitute members who, in the order determined at the time of the election, will take the place of any shareholder representative member of the Supervisory Board who resigns his office prematurely. The term of office for a substitute member in the event of succession pursuant to sentence one shall be limited to the period ending at the end of the annual general meeting at which a supplementary election for the originally retiring member has taken place.

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Chair of the Supervisory Board

- (1) At a meeting convened without special invitation immediately after the annual general meeting which marks the start of the new term of office, the Board shall elect from among its members a Chairman and one Deputy Chairman for its period of office. Until the elections have been completed, the meeting will be chaired by the oldest shareholder representative on the Supervisory Board.
- (2) If the Chairman of the Supervisory Board or his deputy resign from of-

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office before the end of their term, the Supervisory Board shall immediately elect a replacement for the remainder of that term. If a new Chairman and Deputy Chairman are both elected for the Supervisory Board at the same meeting, paragraph (1) sentence 2 shall apply *mutatis mutandis*.

(3) When deputising for the Chairman, the Deputy Chairman shall have the same rights and obligations as the Chairman unless stipulated otherwise by law. He is not required to present proof of his authority to represent the Chairman to authorities and other persons in order for his statements of intent to be valid.

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Statements of intent by the Supervisory Board

The Chairman of the Supervisory Board or, in his absence, his Deputy, may give statements of intent (*Willenserklärung*) on behalf of the Supervisory Board.

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Internal procedure of the Supervisory Board

(1) Unless otherwise stipulated by law, the Supervisory Board shall constitute a quorum if at least half of the number of members prescribed by law or by the Statutes take part in the vote. If, during a vote in a Supervisory

Board meeting, the number of members representing the shareholders is not equal to that of members representing the employees, or if the Chairman of the Supervisory Board does not vote, the vote must be postponed if at least two members of the Supervisory Board request such a postponement. At the next duly convened meeting, votes on agenda items which were postponed from the preceding meeting in accordance with sentence 2 may only be postponed by majority resolution.

(2) Resolutions concerning agenda items which have not been announced duly and properly in accordance with the applicable formalities may only be adopted provided that no Supervisory Board member objects to the

resolution. If no Supervisory Board member present at the meeting objects, absent members are to be given the opportunity to object to the resolution retrospectively within a reasonable period to be specified by the Chairman; in this case the resolution shall only be valid if none of the absent Supervisory Board members has objected within the stipulated period.

(3) The resolutions of the Supervisory Board shall be adopted by simple majority of the votes cast, unless the law stipulates a different majority in individual cases. In the event of a tied vote, any Supervisory Board member may demand that a new vote be carried out immediately on the same matter. Should this second vote also result in a tie, the Chairman of the Supervisory Board shall have two votes. Section 108 (3) German Joint Stock Corporation Act also applies to the casting of the second vote.

(4) The Supervisory Board shall draw up rules of procedure within the scope of the law and the Statutes.

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Supervisory Board committees

(1) The Supervisory Board may form committees from among its members and specify their duties and powers. It may also delegate essential powers reserved to the Supervisory Board to these committees, so far as this is

permitted by law. Section 27 (3) German Codetermination Act remains unaffected.

(2) Resolutions of committees shall be adopted by simple majority of the votes cast. The provisions of clause 12 (3) sentences 2 to 4 shall apply in respect of voting, in the absence of any contrary provisions of law.

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Amendments to the Statutes

The Supervisory Board may change the wording but not the spirit of the Statutes.

Remuneration of the Supervisory Board

(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 favour.

(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.

Annual general meeting

Venue and calling of the AGM

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(1) The annual general meeting may take place at the registered office of the Company, in Berlin or in any other town or city in the Federal Republic of Germany.

(2) The meeting may also be called by the Supervisory Board or its Chairman.

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Attendance at annual general meetings and the exercising of voting rights

(1) Shareholders who register for an annual general meeting and provide evidence of their shareholding shall be entitled to attend the annual general meeting and to exercise their voting rights.

(2) The evidence of shareholding is to be submitted in the form of evidence prepared by a depository institution in German or English in writing. The evidence of shareholding must refer to the start of the twenty-first day before the annual general meeting.

(3) The registration and the evidence of shareholding must be received by the Company at least six days prior to the meeting at the address specified in the invitation. The day of receipt may not be counted.

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Chairman of the annual general meeting

(1) The Chairman of the Supervisory Board shall chair the annual general meeting. If he is unable to do so, the shareholder representative members of the Supervisory Board present shall elect a person to chair the meeting from among their members.

(2) Should no shareholder representative member of the Supervisory

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Board be present, the participant with the greatest number of votes shall open the meeting and shall allow the meeting to elect a chair.

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Conduct of the annual general meeting

(1) The chairman of the annual general meeting may conduct the discussions and votes in a different order to that published in the agenda.

(2) The chairman of the annual general meeting may reasonably restrict the amount of time available to shareholders to speak and put questions.

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Voting and elections

(1) The annual general meeting shall always adopt resolutions in accordance with the majority of the yes or no votes cast and, so far as a majority of the share capital is required, by simple majority of the share capital, unless otherwise stipulated by law or the Statutes. The chairman of the meeting shall stipulate the voting procedure. The result of the voting may also be calculated by deducting the yes or no votes plus abstentions from the total number of votes held by those eligible to vote.

(2) If no proposal secures a majority of the votes cast, the proposal which secures the most votes shall be accepted. In the event of a tied vote the chairman shall draw lots.

(3) In the case of elections to the Supervisory Board, the Chairman is entitled to present a list of proposed members drawn up by the management or the shareholders.

VI

Financial year, net income, distributable profit

Financial year

The financial year starts on 1 January and ends on 31 December.

22**Appropriation of the net income and the distributable profit**

(1) The Supervisory Board and Management Board may, when adopting the annual financial statements, allocate more than half, but not more than two thirds of the net income to non-statutory reserves, so far as this is permitted by law.

(2) The annual general meeting may resolve any appropriation of the distributable profit which is permitted by law.

(3) The profit shares of the shareholders shall be determined as a proportion of the contributions paid on their share of the share capital and, in the case of contributions paid during the course of the financial year, pro rata temporis on the basis of the time elapsed since the contribution was made.

(4) In the event of a capital increase a different profit sharing entitlement may be agreed for the new shares.