



**DEUTZ Aktiengesellschaft  
Cologne**

ISIN: DE 000 630500 6 | WKN: 630 500

**Notice of the  
Annual General Meeting  
of DEUTZ Aktiengesellschaft, Cologne**

Notice is hereby given that our Company's

**Annual General Meeting**

on **Thursday, May 8, 2025 at 10:00 a.m.**

will be held in the form of a virtual Annual General Meeting.

An audio and video webcast of the entire Annual General Meeting will be streamed on a password-protected InvestorPortal for duly registered and authorized shareholders on the day of the Annual General Meeting. The InvestorPortal can be accessed at:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

The speech of the Chairman of the Board of Management will be streamed publicly. The public stream of this speech can also be accessed at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

The location of the Annual General Meeting as defined in the German Stock Corporation Act (AktG) is the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne, Germany. Shareholders and their authorized representatives (with the exception of the Company's proxies) are not permitted to attend the location of the Annual General Meeting in person.

**The shareholders and their authorized representatives may exercise their rights as described in detail under section II of this notice. Please take special note of the information contained in section II of this notice concerning registration for the Annual General Meeting and evidence of shareholding, the exercising of voting rights, and other shareholder rights.**

## **I. AGENDA**

1. Presentation of the adopted annual financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2024 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 2024 financial year

On March 13, 2025, the annual and consolidated financial statements for 2024 prepared by the Board of Management were approved by the Supervisory Board in accordance with section 171 and section 172 of the German Stock Corporation Act (AktG), and the annual financial statements were thereby formally adopted. Formal adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting is therefore not required, i.e. 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 but the AktG does not require the adoption of a resolution on agenda item 1.

### **2. Appropriation of accumulated income for the 2024 financial year**

The Board of Management and Supervisory Board propose that the accumulated income reported by DEUTZ AG for 2024 of €55,563,426.98 be appropriated as follows:

A sum in the amount of €23,589,525.38 will be distributed to the shareholders in the form of a dividend of €0.17 per dividend-bearing no-par-value share; the remaining accumulated income of €31,973,901.60 will be carried forward to the next accounting period.

#### Notes:

Pursuant to section 58 (4) sentence 2 AktG, the dividend is due to be paid out on the third working day after the Annual General Meeting, i.e. on May 13, 2025.

### 3. Formal approval of the actions of the Board of Management for 2024

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for the 2024 financial year.

### 4. Formal approval of the actions of the Supervisory Board for the 2024 financial year

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for the 2024 financial year.

### 5. Appointment of the auditor of the financial statements for 2025

On the recommendation of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Düsseldorf office, be appointed as auditor of the annual and consolidated annual financial statements for 2025. This appointment includes the auditor's review of the condensed financial statements and the interim management report for the period ended June 30, 2025 pursuant to section 115 (5) sentence 1 of the German Securities Trading Act (WpHG).

The Audit Committee has stated in accordance with 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 (Art. 16 (6) of the European Audit Regulation).

### 6. Appointment of the auditor of the sustainability reporting for 2025

Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive, CSRD) had not yet been implemented into German law as at the time of publication of this notice. It is therefore not yet clear how the rules governing the appointment of an auditor for the sustainability reporting for 2025 will be interpreted in German law.

To avoid the possibility of having to call another general meeting to appoint the auditor for the 2025 sustainability reporting once the legislation has been enacted, the Annual General Meeting on May 8, 2025 should elect such an auditor, but only for the event that German law requires such appointment to be made by the Annual General Meeting.

On the recommendation of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Düsseldorf office, be appointed as auditor of the (Group) sustainability report for 2025. The appointment is made as a precaution for the eventuality that Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive, CSRD) is implemented into German law by German legislators and the Company is consequently required by law to undertake sustainability reporting for the 2025 financial year and to have the (Group) sustainability report thereby prepared audited by an auditor and, pursuant to the statutory requirements, the audit is not automatically the responsibility of the auditor responsible for auditing the annual financial statements and consolidated financial statements.

The Audit Committee has stated in accordance with 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 (Art. 16 (6) of the European Audit Regulation).

## 7. Resolution to approve the remuneration report for 2024

In accordance with section 162 AktG, the Board of Management and Supervisory Board of the publicly listed Company prepare a report each year on the remuneration granted and owed in the last financial year to each individual current or former member of the Board of Management and Supervisory Board of the Company and of entities in the same Group (section 290 of the German Commercial Code (HGB)) (**'remuneration report'**). In accordance with section 162 (3) AktG, the remuneration report for 2024 was reviewed by the auditor to verify that the legally required disclosures pursuant to section 162 (1) and (2) AktG were made. The auditor also carried out a voluntary review of the content of the report that extended beyond the statutory requirements. The auditor's report is appended to the remuneration report.

The remuneration report for 2024 plus the auditor's report can be accessed from the date of the notice of the Annual General Meeting and also during the Annual General Meeting at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

The Board of Management and Supervisory Board propose that the remuneration report for 2024, prepared and audited in accordance with section 162 AktG, be approved in accordance with section 120a (4) AktG.

## 8. Resolution on the amendment of article 20a of the Statutes on allowing future Annual General Meetings to be held virtually

On the basis of the German Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and Amendment of Provisions under Cooperative, Insolvency and Restructuring Law of July 20, 2022 (Federal Law Gazette [BGBl] I 2022, p. 1166), at the Annual General Meeting on April 27, 2023, the Board of Management and Supervisory Board proposed the addition of a new article 20a to the Statutes, which would allow the Board of Management to hold Annual General Meetings without the physical presence of shareholders or their authorized representatives at the location of the Annual General Meeting (virtual Annual General Meeting).

The authorization was limited to two years from its entry in the commercial register, but until at least August 31, 2025. This created the conditions that allowed, as a minimum, the ordinary Annual General Meetings for 2023 and 2024, which were or are to be held in 2024 and 2025, to be held virtually within the statutory time periods.

For organizational reasons, as well as for reasons of cost and sustainability, the Annual General Meeting in 2024 was held as a virtual Annual General Meeting and the Annual General Meeting on May 8, 2025 will also be held as a virtual Annual General Meeting. Although the original intention was to hold the Annual General Meeting on May 8, 2025 in person, organizational reasons in particular have meant that the Annual General Meeting on May 8, 2025 will once again be held virtually.

It is the firm intention of senior management to hold the Annual General Meeting in 2026 and subsequent years in person. The organizational measures necessary to ensure this have, so far as possible, already been put in place for next year. Direct dialogue with its shareholders has always been a high priority for DEUTZ AG, which is why it holds itself to the highest standards of corporate governance among its peer group. For this reason alone, senior management would like to stress that in the absence of extraordinary, at present unforeseeable events, such as a new pandemic or similar risk to health (for which it needs to have the option of holding virtual annual general meetings in the future), the Annual General Meeting in 2026 will be held in person.

In addition, the Company deliberately has not and will not make use of the option to allow some questions to be submitted in advance of the meeting, in order to ensure that the virtual format remains as close as possible to the physical format, particularly with regard to the exercise of the shareholders' right to speak and ask questions.

The Board of Management and Supervisory Board are of the view that the virtual format has proven successful and can be a useful alternative to the physical format. The lack of direct in-person dialogue with the shareholders, compared with the physical Annual General Meeting, is

offset by the fact that it is significantly easier for shareholders to participate in the virtual Annual General Meeting by video. This is especially advantageous for shareholders who would be very unlikely to attend in person at the location because of the time and expense involved in travelling, particularly shareholders of DEUTZ AG who are based outside Germany. There are many such shareholders, not least at the institutional level.

The Board of Management and Supervisory Board therefore believe that the option should remain open to allow virtual Annual General Meetings in the future, at least as long as the matters to be discussed do not require direct face-to-face dialogue. Since the existing authorization expires on August 31, 2025, the Annual General Meeting on May 8, 2025 will be asked to grant a new authorization. Once again, the motion will not request the maximum five-year term allowed under section 118a (4) sentence 2 AktG, but a limited term until August 31, 2027 i.e. extending the current authorization for a further two years. The shareholders would then be able to decide at the Annual General Meeting in 2027 at the latest whether they wish to allow Annual General Meetings to be held in virtual form beyond August 31, 2027.

When deciding on the format for the Annual General Meeting, senior management will always carefully weigh up which format is in the best interests of the Company and its shareholders. This includes, in particular, considering whether there are items on the agenda whose importance means the physical presence of the shareholders or their authorized representatives at the Annual General Meeting is more appropriate than a virtual format. In addition, the financial position of the Company and the specific items on the agenda can and should be considered when deciding on the format for the Annual General Meeting. For example, special structural measures and other matters involving special obligations to provide information to shareholders would clearly require an in-person Annual General Meeting, while the regularly recurring and necessary agenda items of an Annual General Meeting might suggest less need for an in-person Annual General Meeting. In addition, effort, cost, and sustainability considerations should continue to be taken into account, along with questions of public health. The holding of the Annual General Meeting in 2026 as an in-person event, as firmly intended, will also indicate whether and to what extent there are differences in terms of participation in and attendance at the in-person Annual General Meeting, compared with the virtual format.

The new authorization also provides that the Board of Management can only opt for a virtual Annual General Meeting if it has the consent of the Supervisory Board. This is already consistent with the corporate governance practiced at DEUTZ AG, but is now to be explicitly enshrined in the Statutes based on feedback from investors.

Ensuring the full protection of shareholder rights will continue to play a central role in the virtual format in the future.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

Article 20a of the Statutes shall be amended as follows:

*“20a Virtual Annual General Meeting*

*The Board of Management is authorized, subject to the consent of the Supervisory Board, to allow any Annual General Meeting that takes place within two years following the entry of this provision of the Statutes in the commercial register or, if later, on or before August 31, 2027 (which means that the Annual General Meeting for the 2026 financial year can still be held as a virtual event within the statutory period set out in section 175 (1) AktG) even if this provision of the Statutes is entered in the commercial register before August 31, 2025) to be held without the physical presence of the shareholders or their authorized representatives at the location where it is taking place (virtual Annual General Meeting).”*

**9. Resolution on (i) the amendment of article 17 (1) of the Statutes and (ii) the addition of a new paragraph (4) to article 19 of the Statutes to make it easier to submit registrations and evidence of eligibility, and to appoint authorized representatives and submit evidence of such appointment**

In accordance with article 17 (1) of the Statutes, 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. The Statutes stipulate that the registration and the evidence of shareholding must be in text form (as defined in section 126b of the German Civil Code [BGB]) and must be written in German or English. Under article 17 (3) of the Statutes, the registration and the evidence of shareholding must be received by the Company at least six days prior to the Annual General Meeting, at the address specified in the notice of the meeting.

In accordance with section 134 (3) sentence 3 AktG, the notification of the appointment of authorized representatives or the revocation of such an appointment, together with evidence of the appointment, must be submitted to the Company in text form (as defined in section 126b BGB), unless otherwise stipulated in the Statutes or in the notice of the Annual General Meeting based on an authorization set out in the Statutes or, in the case of publicly listed companies, an exemption has been granted. The present version of the Company’s Statutes does not contain any provisions relating to the appointment of authorized representatives.

The German Stock Corporation Act and Implementing Regulation (EU) 2018/1212 also contain provisions governing the transmission of information in electronic and machine-readable formats in relation to annual general meetings. To enable the transmission of such information to the Company or to the registration office of the Annual General Meeting, the Statutes are to be amended to expressly permit the use of appropriate methods for registration and for submitting evidence of shareholding, and for the appointment of authorized representatives and submission of evidence of such appointment.

The Board of Management and Supervisory Board therefore propose that the following resolution be adopted:

9.1: Article 17 (1) of the Statutes shall be amended as follows:

*“(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. The registration and evidence of shareholding must be written in German or English and must be provided in text form (as defined in section 126b of the German Civil Code (BGB)) or must be transmitted by electronic means or in electronic and machine-readable formats in accordance with the more detailed requirement in the notice (e.g. in the format of a transmission process used among intermediaries pursuant to Implementing Regulation (EU) 2018/1212).”*

9.2: The following new paragraph 4 shall be added to article 19 of the Statutes:

*“(4) The voting right can be exercised by an authorized representative. The notification of the appointment of authorized representatives or the revocation of such an appointment, together with evidence of the appointment, must be submitted to the Company in text form (as defined in section 126b BGB) unless an exemption is provided in the notice to the Annual General Meeting. Details for the notification of the appointment of authorized representatives or the revocation of such an appointment, and for evidence of the appointment to be submitted to the Company, will be provided in the notice. Section 135 AktG remains unaffected.”*

Note:

The motions under subsections 9.1 and 9.2 above will be voted on separately.



10. Resolution on a capital increase from the Company's own funds (sections 207 et seq. AktG) without the issue of new shares to even out the notional par value (based on the Company's share capital) per share, plus corresponding amendment of article 4 (1) of the Statutes

The Company's share capital currently amounts to €354,739,200.24 and is divided into 138,761,914 no-par-value bearer shares. The notional par value per share (rounded) is €2.55645941. The background to this is that when the Company's share capital was converted from deutschmarks (DM) to euros, the notional par value per share was not evened out to a number of whole euro cents when it was converted from the previous par value per share of DM 5.00. To create a notional par value per share in an evened-out amount of whole euro cents, the share capital is now to be increased from the Company's own funds, without the issue of new shares, by €491,299.60 to €355,230,499.84. This gives a notional par value per share of exactly €2.56.

The Board of Management and Supervisory Board therefore propose that the following resolution be adopted:

a) Increase in share capital from the Company's own funds:

In accordance with the provisions of the German Stock Corporation Act, the Company's share capital will be increased by means of a capital increase from the Company's own funds (sections 207 et seq. AktG) from €354,739,200.24 by €491,299.60 to €355,230,499.84 through conversion into share capital of an amount of €491,299.60 from the other retained earnings recognized on the Company's balance sheet as at December 31, 2024. The capital increase will be carried out without issuing new shares by increasing the proportionate amount of share capital attributable to each share. The capital increase will be based on the Company's adopted balance sheet as at December 31, 2024, which has been given an unqualified opinion by BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Düsseldorf office. The Board of Management is authorized, subject to the consent of the Supervisory Board, to decide on the finer details of the capital increase.

b) Article 4 (1) of the Statutes shall be amended as follows:

*“(1) The share capital of the Company amounts to €355,230,499.84 (in words: three hundred and fifty-five million, two hundred and thirty thousand, four hundred and ninety-nine euros and eight-four cents). It is divided into 138,761,914 (in words: one hundred and thirty-eight million, seven hundred and sixty-one thousand, nine hundred and fourteen) bearer no-par-value shares.”*

**11. Resolution on the creation of a new authorized capital (authorized capital 2025/I) and authorization to disapply pre-emption rights by amending article 4 (3) of the Statutes plus revocation of the existing authorized capital (authorized capital 2023/II) pursuant to article 4 (3) of the Statutes**

Under agenda item 11, the Annual General Meeting on April 27, 2023 authorized the Board of Management, by way of the amendment of article 4 (3) of the Statutes and subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before April 26, 2028 on one or more occasions in installments through the issue of up to 24,172,356 new no-par-value bearer shares by up to a total amount of €61,795,646.86 (authorized capital 2023/II); this equated to around 20 percent of the Company's share capital on the date on which the Annual General Meeting on April 27, 2023 was convened. The authorization provides that the shareholders' pre-emption rights may be disapplied in certain cases. In particular, an authorization was granted for the simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG. The total of the shares issued with the disapplication of pre-emption rights and in accordance with this authorization must not exceed 10 percent of the share capital.

Utilizing the authorization approved on April 27, 2023 through amendment of article 4 (3) of the Statutes, in July 2024 the Company issued 12,614,719 new bearer shares as part of a private placement with the disapplication of pre-emption rights. This increased the Company's share capital by 10 percent to €354,739,200.24, divided into 138,761,914 no-par-value bearer shares. Following this partial utilization, the remaining authorized capital 2023/II amounts to €29,546,629.82.

However, full use was made of the possibilities for disapplying pre-emption rights, which limits the Company's future flexibility to raise capital. This is because, pursuant to article 4 (2) of the Statutes, authorized capital 2023/I, also created on April 27, 2023 under agenda item 10, already only allows pre-emption rights to be disapplied in the case of fractional amounts. Moreover, due

to the rules on limiting the disapplication of pre-emption rights provided for in the authorization, the possibilities for disapplying pre-emption rights contained therein can no longer be utilized because the disapplication of pre-emption rights as part of the capital increase carried out in July 2024 from authorized capital 2023/II pursuant to article 4 (2) of the Statutes must be taken into consideration with regard to authorized capital 2023/I. Under agenda item 12, the Annual General Meeting on April 27, 2023 also granted authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights, and at the same time created a conditional capital (conditional capital 2023). However, due to the rules on limiting the disapplication of pre-emption rights provided for in the authorization, the possibilities for disapplying pre-emption rights contained therein can no longer be utilized because the disapplication of pre-emption rights as part of the capital increase carried out in July 2024 from authorized capital 2023/II pursuant to article 4 (3) of the Statutes must be taken into consideration.

To give the Company continued flexibility to cover any future funding requirement within the statutory scope, a new authorized capital in the amount of €71,046,097.92 (authorized capital 2025/I) is to be created. The aforementioned amount of authorized capital 2025/I in euros equates to around 20.03 percent of the Company's share capital at the time of publication of the notice of the Annual General Meeting in the Federal Gazette (€354,739,200.24) and around 20 percent of the Company's share capital (€355,230,499.84) that will exist after the capital increase from the Company's own funds to be approved under agenda item 10 of the Annual General Meeting on May 8, 2025.

In total, the authority to issue new shares under authorized capital 2025/I is to be limited to 27,752,382 new no-par-value bearer shares, which (rounded) amount to (i) 20 percent of the shares in issue as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette and (ii) 20 percent of the shares in issue after the capital increase from the Company's own funds to be approved under agenda item 10 of the Annual General Meeting on May 8, 2025 (as no new shares will be issued in connection with the capital increase from the Company's own funds). Even in the event that the capital increase from the Company's own funds to be approved under agenda item 10 of the Annual General Meeting on May 8, 2025 is not carried out, the authorization to issue new shares under authorized capital 2025/I would ultimately be limited to around 20 percent of the share capital as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette, even if, as explained above, the amount of authorized capital 2025/I in euros equates to around 20.03 percent of the Company's share capital as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette.

The total number of shares to be issued under this new authorization must not exceed a total of 40 percent of the share capital, whereby it should continue to be possible for the limit to be applied in aggregate across the different areas of reserve capital. The aforementioned limit of 40 percent of the share capital is determined by the share capital of the Company at the time the new authorization takes effect or – if lower – at the time this authorization is utilized.

In addition to the possibility of providing for an indirect pre-emption right, authorized capital 2025/I should, like the previous authorized capital 2023/II approved on April 27, 2023, provide the usual possibilities for disapplication of pre-emption rights. The total number of shares to be issued with disapplication of pre-emption rights under this new authorization (whether for cash or non-cash contributions) must not exceed a total of 10 percent of the share capital (this restriction on the disapplication of pre-emption rights to 10 percent of the share capital also applies in particular to the simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG, for which the law now stipulates a maximum limit of 20 percent of the share capital), whereby it should continue to be possible for the limit to be applied in aggregate across the different areas of reserve capital. The aforementioned limit of 10 percent of the share capital is determined by the share capital of the Company at the time the new authorization takes effect or – if lower – at the time the new authorization is utilized. The percentage volume limits in authorized capital 2025/I in respect of total volume and possible disapplications of pre-emption rights should thus correspond to those of the current and utilized authorized capital 2023/II, approved on April 27, 2023.

The Board of Management and Supervisory Board therefore propose that the following resolution be adopted:

a) The existing authorized capital 2023/II in article 4 (3) of the Statutes shall be canceled and a new authorized capital in the amount of €71,046,097.92 created, and article 4 (3) of the Statutes shall be amended as follows for the purpose of authorizing the Board of Management pursuant to sections 202 et seq. AktG (authorized capital):

*“(3) The Board of Management is authorized, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before May 7, 2030 on one or more occasions in installments through the issue of up to 27,752,382 (in words: twenty-seven million, seven hundred and fifty-two thousand, three hundred and eighty-two) new no-par-value bearer shares for cash and/or non-cash*

contribution by up to a total amount of €71,046,097.92 (in words: seventy-one million, forty-six thousand and ninety-seven euros and ninety-two cents) ('authorized capital 2025/I'). The issue of new shares on the basis of this authorization is permitted only if – taking account of other shares to be included – the total of the new shares does not exceed 40 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in the aforementioned 40 percent limit are (i) shares that have previously been or are simultaneously being sold or issued during the term of this authorization on the basis of other authorizations; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization. Pre-emption rights must be granted to existing shareholders. Under section 186 (5) AktG, the new shares may also be transferred to banks, securities institutions, or a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (KWG) subject to an undertaking by the bank(s), institution(s), or company to offer the shares to existing shareholders (indirect pre-emption right).

However, the Board of Management is authorized, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the existing shareholders

a) where necessary for fractional amounts arising from the calculation of pre-emption rights;

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 issued under the authorized capital 2025/I;

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. The total of the shares issued for cash with the disapplication of pre-emption rights and in accordance with this clause c) must not exceed 10 percent

*of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. The aforementioned 10 percent limit includes shares that have previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) during the term of this authorization on the basis of other authorizations in direct application, or application with the necessary modifications, of section 186 (3) sentence 4 AktG. This restriction also includes shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued (with the disapplication of pre-emption rights) by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization in application, with the necessary modifications, of section 186 (3) sentence 4 AktG.*

*d) where necessary in order to grant holders or creditors of option and/or conversion rights or of corresponding option and/or conversion obligations arising from warrant-linked bonds and/or convertible bonds and/or profit-sharing rights (where such bonds are issued or are to be issued in the future by the Company or by one of its direct or indirect majority shareholdings) a conversion or 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 of the shares issued with the disapplication of pre-emption rights and in accordance with this authorization must not exceed 10 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in the aforementioned 10 percent limit are (i) shares that have previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) during the term of this authorization on the basis of other authorizations; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued (with the disapplication of pre-emption rights) by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization.*

*The Board of Management is further authorized, 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 authorized capital 2025/I.*

*The Supervisory Board is authorized to amend the wording of the Statutes after a share capital increase has been carried out in full or in part by exercising authorized capital 2025/I and after the authorization period has ended.”*

b) The existing authorized capital 2023/II in article 4 (3) of the Statutes will be canceled only if the authorized capital 2025/I in the amount of €71,046,097.92 is entered in the commercial register at the same time, pursuant to and in addition to the new version of article 4 (3) of the Statutes to be approved on May 8, 2025 by the Annual General Meeting.

The Board of Management has submitted a written report on the disapplication of pre-emption rights pursuant to section 203 (2) sentence 2 AktG in conjunction with section 186 (4) sentence 2 AktG that will be available from the date on which the Annual General Meeting was convened and also during the Annual General Meeting at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

## **12. Resolution on the cancelation of the existing authorization and on the grant of a new authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights and to cancel the existing conditional capital and create a new conditional capital and to amend article 4 (4) of the Statutes**

Under agenda item 12, the Annual General Meeting on April 27, 2023 authorized the Board of Management, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds or warrant-linked bonds on one or more occasions until April 26, 2028 up to a cumulative principal value of €100,000,000 and to grant conversion or option rights to the holders/creditors of such bonds, allowing them to obtain new no-par-value bearer shares of the Company with a value of up to €61,795,646.86 (this equated to around 20 percent of the Company's existing share capital at the time at which the notice of the Annual General Meeting on April 27, 2023 was published in the Federal Gazette) in accordance with the detailed terms and conditions of these bonds.

The authorization granted on April 27, 2023 provides that the shareholders' pre-emption rights may be disapplied in certain cases. The total of the shares issued with the disapplication of pre-

emption rights and in accordance with this authorization must not exceed 10 percent of the share capital. The 10 percent limit includes shares that, during the term of the authorization granted on April 27, 2023, had previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) on the basis of another authorization.

The authorization granted on April 27, 2023 to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights has not yet been utilized and will not be utilized prior to the Annual General Meeting on May 8, 2025.

The Annual General Meeting on April 27, 2023 also approved the creation of the conditional capital 2023 and a corresponding amendment to article 4 (4) of the Statutes.

Utilizing authorized capital 2023/II pursuant to article 4 (3) of the Statutes, the Company issued 12,614,719 new bearer shares in July 2024 as part of a private placement, with disapplication of pre-emption rights. This increased the Company's share capital by 10 percent to €354,739,200.24, divided into 138,761,914 no-par-value bearer shares.

Due to the rules on limiting the disapplication of pre-emption rights provided for in the authorization to issue convertible bonds and/or warrant-linked bonds dated April 27, 2023, the possibilities for disapplying pre-emption rights provided therein can no longer be utilized, and will not be able to be utilized in the future, because the disapplication of pre-emption rights as part of the capital increase carried out in July 2024 from authorized capital 2023/II pursuant to article 4 (3) of the Statutes must be fully taken into consideration.

To give the Company continued flexibility to cover any future funding requirement while disapplying pre-emption rights, the existing authorization is to be canceled and a new authorization created to issue convertible bonds and/or warrant-linked bonds, combined with the possibility to grant conversion or option rights to the holders/creditors of such bonds, allowing them to obtain new no-par-value bearer shares of the Company with a value of up to €71,046,097.92 of the share capital. To safeguard the conversion or option rights, the share capital should be conditionally increased by up to €71,046,097.92 (conditional capital 2025). The aforementioned amount of conditional capital 2025 in euros equates to around 20.03 percent of the Company's share capital at the time of publication of the notice of the Annual General Meeting in the Federal Gazette in the amount of €354,739,200.24, and around 20 percent of the Company's share capital after the capital increase from the Company's own funds to be approved under agenda item 10 of the Annual General Meeting on May 8, 2025 in the amount of €355,230,499.84. In total, up to 27,752,382 new no-par-value bearer shares may be issued under conditional capital 2025, which (rounded) amount to 20 percent (i) of the shares in issue as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette and (ii) of the shares in issue after the capital increase from the Company's own funds to be



approved under agenda item 10 of the Annual General Meeting on May 8, 2025 (as no new shares will be issued in connection with the capital increase from the Company's own funds). Even if the capital increase from the Company's own funds to be approved under agenda item 10 of the Annual General Meeting on May 8, 2025 is not carried out, the authorization to issue new shares under conditional capital 2025 would ultimately be limited to around 20 percent of the share capital as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette, even if, as explained above, the amount of conditional capital 2025 in euros equates to around 20.03 percent of the Company's share capital as at the time of publication of the notice of the Annual General Meeting in the Federal Gazette.

The total number of shares to be issued under this new authorization for issued convertible bonds and/or warrant-linked bonds must not exceed a total of 40 percent of the share capital, whereby it should continue to be possible for the limit to be applied in aggregate across the different areas of reserve capital. The aforementioned limit of 40 percent of the share capital is determined by the share capital of the Company at the time the new authorization takes effect or – if lower – at the time this authorization is utilized.

In addition to the possibility of providing for an indirect pre-emption right, the usual possibilities for disapplication of pre-emption rights should be provided for, as in the authorization granted on April 27, 2023. The total number of shares to be issued for convertible bonds and/or warrant-linked bonds issued with disapplication of pre-emption rights must not exceed a total of 10 percent of the share capital (this restriction on the disapplication of pre-emption rights to 10 percent of the share capital also applies in particular to the simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG, for which the law now stipulates a maximum limit of 20 percent of the share capital), whereby it should continue to be possible for the limit to be applied in aggregate across the different areas of reserve capital. The aforementioned limit of 10 percent of the share capital is determined by the share capital of the Company at the time the new authorization takes effect or – if lower – at the time the new authorization is utilized. The percentage volume limits in the new authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights to be approved on May 8, 2025 should therefore correspond to those of the authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights approved on April 27, 2023.

The cancellation of the existing conditional capital 2023 and the creation of a new conditional capital 2025 are also to be approved on May 8, 2025.

The Board of Management and Supervisory Board propose that the following resolution be adopted:

**A. Cancellation of the existing authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights**

The authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights granted by the Annual General Meeting on April 27, 2023 under agenda item 12 and the conditional capital 2023 approved by the Annual General Meeting on April 27, 2023 pursuant to article 4 (4) of the Statutes will be canceled in full with effect from the time of the registration of conditional capital 2025 (including amendment of the Statutes) to be approved under letters C. and D. below, and subject to the Annual General Meeting on May 8, 2025 voting in favor of letters B. to E. below.

**B. Authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights**

a) General

The Board of Management is authorized, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds or warrant-linked bonds (together referred to as 'bonds') on one or more occasions until May 7, 2030 up to a cumulative principal value of €125,000,000 with or without a limited maturity term and to grant conversion or option rights to the holders/creditors of bonds, allowing them to obtain new no-par-value bearer shares of the Company with a value of up to €71,046,097.92 of the share capital in accordance with the detailed terms and conditions of these bonds.

Bonds may be issued in return for cash or non-cash contributions. The bond issues may be denominated in euros or in any other legal tender of an OECD member state. In the event that the bond issue is denominated in a foreign currency, when calculating the limit for the cumulative principal value, the principal value of the bonds on the day of the decision to issue the bonds must be converted into euros at the reference rate of the European Central Bank (ECB).

The bonds are divided into parts. The bonds may be issued on one or more occasions, as one issue or in several parts, or all at the same time but in several distinct tranches. All bonds issued within the same tranche must have equal rights and obligations.

#### b) Option and/or conversion obligation

The bond or warrant terms and conditions may also provide for a conditional or unconditional obligation to convert the bonds or exercise the option on maturity or at an earlier date or when a specific event occurs. The terms and conditions for convertible bonds may entitle the Company to settle any difference between the principal value or a lower issue amount of the convertible bond and the product of conversion price and conversion ratio wholly or partially in cash.

#### c) Capital threshold

The creation of conversion rights and/or option rights or obligations on the basis of this authorization is permitted only if – taking account of other shares to be included – the conversion and/or option rights or obligations created in respect of shares do not in total exceed 40 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in the aforementioned 40 percent limit are (i) shares that have previously been or are simultaneously being sold or issued during the term of this authorization on the basis of other authorizations; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization.

#### d) Issue by subsidiaries

Bonds may also be issued by a dependent group entity of the Company within the meaning of section 18 AktG (**'subsidiary'**). In this case, the Board of Management is authorized, subject to the consent of the Supervisory Board, to assume the guarantee for the bonds on behalf of the Company and to grant to holders of convertible bonds conversion rights and to grant/impose upon holders of warrant-linked bonds, option rights or option obligations for shares of the Company.

#### e) Warrant-linked bonds and convertible bonds

When convertible bonds are issued, their holders/creditors receive the right/obligation to convert their convertible bonds into no-par-value bearer shares in the Company in accordance with the detailed terms and conditions specified by the Board of Management. The conversion ratio is calculated by dividing the par value or (if applicable) the below-par issue amount of the convertible bond by the specified conversion price for one no-par-value bearer share of the Company. The conversion ratio can be rounded up or down to the nearest whole number of shares; an additional payment to be made in cash may also be specified. It may also be

stipulated that fractional amounts can be aggregated and/or settled in cash. The terms and conditions may also specify a variable conversion ratio. The proportion of the share capital attributable to the shares being issued upon conversion must not exceed the principal value of the bond.

When warrant-linked bonds are issued, one or more warrants are attached to each bond and these warrants entitle or oblige the holder/creditor to obtain no-par-value bearer shares of the Company, as specified in the relevant terms and conditions. The terms and conditions applicable to options may provide that the option price may also be paid by transferring warrant-linked bonds (part exchange) and, where applicable, an additional payment to be made in cash. The value of the Company's no-par-value shares to be received per bond – expressed as a portion of the Company's share capital – must not exceed the principal value of the bond. The conversion ratio can be rounded to allow for an allocation of whole numbers of shares per contract. It may also be stipulated that fractional amounts can be aggregated and/or settled in cash. The relevant warrants may be detachable from the bonds.

#### f) Conversion and option price

The conversion or option price per share applicable for the issue must not, with the exception of cases where there is a conversion or option obligation, be less than 80 percent of the DEUTZ AG share price as quoted on Xetra (or a comparable successor system). The calculation is based on the average volume-weighted closing price of the last ten trading days before the day on which the Board of Management adopts the resolution for the issuance of the bonds or for the declaration of acceptance by the Company following a public call for the submission of subscription offers. If the shareholders' pre-emption rights have not been disapplied, the price on the trading days during the pre-emption period can be used instead (with the exception of the days of the pre-emption period that are necessary to give due notice of the conversion/option price pursuant to section 186 (2) AktG).

For bonds with a conversion or option obligation or an attached right of the issuer to deliver shares, the conversion/option price can be equivalent to either the aforementioned minimum price or the average volume-weighted trading price of the Company's stock based on a minimum of three trading days on Xetra (or a comparable successor system) immediately before the determination of the conversion/option price, in accordance with the applicable terms and conditions, even if this average trading price and the conversion/option price based on the average trading price is below the aforementioned minimum price threshold (80 percent).

Section 9 (1) and section 199 (2) AktG remain unaffected.

#### g) Pre-emption rights

Existing shareholders generally have pre-emption rights. The bonds may also be transferred to banks, securities institutions, or a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (KWG) subject to an undertaking by the bank(s), securities institution(s), or company to offer the shares to existing shareholders (indirect pre-emption right). However, the Board of Management is authorized, subject to the consent of the Supervisory Board, to disapply such pre-emption rights

- where necessary for fractional amounts arising from the calculation of pre-emption rights;
- if convertible and/or warrant-linked bonds are issued for cash and the issue price is not substantially below the theoretical market value of the convertible or warrant-linked bonds determined in accordance with recognized methods used in financial mathematics;
- if the bonds are issued against non-cash payments or contributions, especially in the context of company mergers or (direct or indirect) acquisitions of entities, businesses, parts of entities, equity investments in entities, or other assets, or entitlements to acquire assets, including receivables from the Company or its subsidiaries;
- where necessary in order to grant holders or creditors of option and/or conversion rights or of corresponding option and/or conversion obligations arising from warrant-linked bonds and/or convertible bonds and/or profit-sharing rights (where such bonds are issued or are to be issued in the future by the Company or by one of its direct or indirect majority shareholdings) a conversion or 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.

Any issuance of bonds with disapplication of the pre-emption right as set out in this authorization is permitted only if the value of the new shares to be issued upon conversion of such a bond or conversion and/or option rights or obligations, expressed as a proportion of the Company's share capital, does not exceed 10 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in this 10 percent limit are (i) shares that have previously been or are simultaneously being sold or issued during the term of this authorization on the basis of another authorization where pre-emption rights are disappplied; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization.

#### h) Other possible structures

The terms and conditions may stipulate that treasury shares or shares from the Company's authorized capital can be granted in the event of conversion or exercise of an option, or when option and conversion obligations are fulfilled, or for the purpose of exercising the right to offer shares for sale. They may also specify that in the event of conversion or the exercise of an option, or when option and conversion obligations are fulfilled, the Company will not grant the holders of these rights shares in the Company, but will pay out their value in cash instead (such value corresponding to the volume-weighted average closing price of the Company's no-par-value shares as quoted on Xetra on the Frankfurt Stock Exchange [or a comparable successor system] during a period to be specified in the bond conditions for the number of shares that would otherwise have to be provided) or publicly traded shares in another company.

The terms and conditions may also stipulate that the Company has the right, upon maturity of the bonds, to grant the holders of the bonds shares in the Company or publicly traded shares in another Company (right of the issuer to deliver shares) instead of all or part of the cash amount.

#### i) Dilution protection

The option price or conversion price may be reduced in accordance with the detailed provisions of the bond terms and conditions if the Company increases the share capital from the Company's own funds during the exercise or conversion period. The price may also be adjusted if the Company increases the share capital with pre-emption rights or sells treasury shares or issues, grants, or guarantees additional bonds with option or conversion rights or obligations, with pre-emption rights, and the holders of existing option or conversion rights or obligations are not granted pre-emption rights, to which they would be entitled as a shareholder following exercise of the option or conversion right or fulfillment of the option or conversion obligation. The reduction in the option price or conversion price can also be achieved by means of a cash payment when the option or conversion right is exercised or when the option or conversion obligation is fulfilled. The terms and conditions may also specify that in the event of a capital reduction or other measures or events associated with a dilution of the value of the option rights or conversion rights or option or conversion obligations (e.g. dividends, spin-offs, gaining of control by a third party), the option rights or conversion rights, or option or conversion obligations will be adjusted.

Section 9 (1) AktG remains unaffected.

#### j) Implementation authorization

The Board of Management is authorized, subject to the consent of the Supervisory Board, to determine the finer details of the issue and the terms and conditions of the bonds – in particular the coupon rate, the issue price, the maturity, the denomination, the dilution protection

provisions, rules for the termination of a bond by the holder, option or conversion period and, within the above framework, the conversion or option price – or to set these details out in collaboration and agreement with the decision-making bodies of the issuing subsidiaries of the Company. This authorization also extends to the possibility of providing the necessary guarantees for bond issuances of subsidiaries of the Company and making other declarations and performing other actions as required for a successful issuance.

### **C. Creation of conditional capital**

The share capital will be conditionally increased by up to €71,046,097.92 by issuing up to 27,752,382 new no-par-value bearer shares ('**conditional capital 2025**'). The purpose of this conditional capital increase is to grant shares to holders of convertible bonds or warrants from warrant-linked bonds that the Company or one of its subsidiaries may issue until May 7, 2030, pursuant to the authorization granted to the Board of Management by the Annual General Meeting on May 8, 2025. The conditional capital is only to be increased to the extent to which the holders of convertible bonds or of warrants from warrant-linked bonds that are issued by the Company or a subsidiary on or before May 7, 2030, on the basis of the authorization granted to the Board of Management in accordance with letter B. above, exercise their conversion/option right or fulfill their conversion/option obligation and provided that no other means are used to satisfy such rights and/or obligations. The new shares shall be issued at the conversion or option prices to be determined in each case in accordance with the aforementioned authorization resolution as set out in the bond/warrant terms and conditions. The new shares issued entitle their holders to a share of the Company's profits from the beginning of the financial year in which they are created. The Board of Management is authorized, subject to the consent of the Supervisory Board, to decide on the finer details for implementing the conditional capital increase.

### **D. Amendment of the Statutes**

Article 4 (4) of the Company's Statutes shall be amended as follows:

*“(4) The share capital is conditionally increased by up to €71,046,097.92 by issuing up to 27,752,382 new shares. The conditional capital will only be increased to the extent to which the holders of convertible bonds or of warrants from warrant-linked bonds that are issued by the Company or a subsidiary on or before May 7, 2030 on the basis of the authorization granted to the Board of Management by the Annual General Meeting on May 8, 2025 exercise their conversion/option rights or – if they*

*have a conversion obligation or an obligation to exercise the option – fulfill such obligation, and provided that no other means are used to satisfy such rights and/or obligations. The new shares shall be issued at the conversion or option prices to be determined in each case in accordance with the aforementioned authorization resolution as set out in the bond/warrant terms and conditions ('conditional capital 2025'). The shares issued on the basis of this provision entitle their holders to a share of the Company's profits from the beginning of the financial year in which they are created. The Board of Management is authorized, subject to the consent of the Supervisory Board, to decide on the finer details for implementing the conditional capital increase."*

#### **E. Authorization to amend the Statutes**

The Supervisory Board is authorized to amend article 4 of the Statutes in accordance with the utilization of conditional capital 2025. The same applies with the necessary modifications after the expiration of the authorization period in the event that the authorization to issue convertible and/or warrant-linked bonds is not utilized and after the expiration of all conversion/exercise periods in the event that conditional capital 2025 is not utilized or is not utilized in full.

The Board of Management has submitted a written report on the reasons for the proposed authorization to disapply pre-emption rights pursuant to section 186 (4) sentence 2 AktG in conjunction with section 221 (4) sentence 2 AktG that will be available from the date on which the Annual General Meeting was convened and also during the Annual General Meeting at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

## **II. FURTHER DISCLOSURES AND NOTES**

### **1. Total number of shares and voting rights**

The share capital of the Company on the date on which the Annual General Meeting was convened amounts to €354,739,200.24 and is divided into 138,761,914 no-par-value bearer shares. Each share confers one vote. All the shares are of the same type. The Company held no treasury shares on the date on which the Annual General Meeting was convened.



## **2. Information on the holding of the virtual Annual General Meeting**

The Board of Management has resolved, with the consent of the Supervisory Board, to hold the Annual General Meeting as a virtual Annual General Meeting pursuant to section 118a AktG and on the basis of the authorization in article 20a of the Statutes. Shareholders and their authorized representatives (with the exception of the Company's proxies) are therefore not permitted to attend the location of the Annual General Meeting in person.

All members of the Board of Management and the Supervisory Board intend to participate in the Annual General Meeting at the venue of the meeting for its full duration.

An audio and video webcast of the entire Annual General Meeting will be streamed on the internet on May 8, 2025 from 10:00 a.m. via the password-protected InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

for shareholders who have duly registered and provided evidence of their shareholding (see section II. 3. below).

Once they have duly registered and provided evidence of their shareholding (see section II. 3. below), shareholders will receive confirmation of registration by post; their individual login details for the InvestorPortal are printed on the confirmation of registration. These login details enable shareholders to log onto the InvestorPortal and, as described below, exercise their shareholder rights in respect of the virtual Annual General Meeting. The InvestorPortal is expected to go live on April 17, 2025.

In the interests of allowing shareholders plenty of time in advance of the meeting to prepare for the exercise of their shareholder rights, the Company intends to publish a draft copy of the speech of the Chairman of the Board of Management on the Company's website at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

approximately one week before the date of the virtual Annual General Meeting.

## **3. Requirements for exercising shareholder rights, particularly voting rights**

In accordance with the Company's Statutes, 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. The registration and the evidence of shareholding must be in text form (as defined in section 126b of the German Civil Code [BGB]) and must be written in German or English.

Evidence of shareholding must be provided in the form of a certificate of shareholding issued by the custodian bank; proof issued by the last intermediary in accordance with the requirements of section 67c (3) AktG shall suffice in this context. The evidence of shareholding must refer to the close of business of the 22nd day before the Annual General Meeting, i.e. to **24:00 hours on Wednesday, April 16, 2025 ('proof of entitlement reference date')**.

The registration and evidence of shareholding must be received by the Company at least six days ahead of the Annual General Meeting, whereby this calculation does not include the day on which the information was sent or the day of the Annual General Meeting; it must thus be received at or before **24:00 hours on Thursday, May 1, 2025**.

The registration and evidence of shareholding must be sent to the following address:

DEUTZ AG  
c/o Computershare Operations Center  
80249 Munich, Germany

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Following receipt of timely registration and evidence of shareholding, confirmation of registration will be sent by post to the shareholders eligible to attend; the necessary login details for the InvestorPortal are printed on the confirmation of registration. We advise shareholders to register and send in evidence of shareholding as soon as possible to ensure that they receive the login details in good time, and to contact the relevant custodian bank for this purpose. The custodian banks will generally take the necessary steps.

#### **4. Importance of the proof of entitlement reference date**

The proof of entitlement reference date (as defined in section II.3.) 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 proof of entitlement reference date are therefore not entitled to attend the Annual General Meeting or to exercise voting rights in respect of these shares. This does not affect the right of a seller to appoint the buyer as an authorized representative. Shareholders who have duly registered and provided evidence of their shareholding are entitled to attend the virtual Annual General Meeting and exercise their voting rights and other rights 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.

## 5. Voting procedure

Shareholders and their authorized representatives exercise their voting rights by means of electronic postal voting or through the proxies provided by the Company, who vote in accordance with the shareholder's instructions. A right to vote can only be exercised by shareholders who have duly registered and provided evidence of their shareholding (see section II. 3. above).

### 5.1. Voting by electronic postal vote

Shareholders and their authorized representatives may exercise their voting rights by means of electronic postal voting. The votes in this case are cast exclusively in electronic form via the InvestorPortal at:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Votes can be cast via the InvestorPortal from the date on which it goes live (scheduled for April 17, 2025) until the time the relevant voting is closed by the person chairing the virtual Annual General Meeting on May 8, 2025. Up to this point, votes that have been cast via the InvestorPortal can be amended or withdrawn.

Shareholders should note that there are no alternative communication channels for the (electronic) postal voting. In particular, postal votes cannot be sent by post or email.

If an individual ballot is held on an agenda item instead of a collective ballot, the electronic postal vote cast on this agenda item applies to each item of the individual vote.

A right to vote by electronic postal voting can also only be exercised by shareholders who have duly registered and provided evidence of their shareholding (see section II. 3. above).

### 5.2. Use of the Company's proxies to exercise the right to vote

The proxies appointed by the Company ('**proxies**') can also be authorized to cast votes in accordance with a shareholder's instructions, which must be provided in text form (as defined in section 126b BGB). The proxies will only vote in accordance with the instructions they have been given. If a proxy has not been given an explicit and unambiguous instruction on a motion, the proxy will abstain on the vote concerned. Shareholders cannot instruct the proxy to exercise other rights, in particular the right to propose motions, ask questions, or raise objections.

Authorizations and instructions for the proxies may be issued electronically on the Company's InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Shareholders can issue authorizations and instructions to proxies via the InvestorPortal during the Annual General Meeting, but this must be done at the latest by the time specified by the person chairing the meeting in connection with the voting.

Shareholders may also authorize proxies and issue instructions by email. Such emails must be sent to the address below and received on or before Wednesday, May 7, 2025, 18:00 hours.

anmeldestelle@computershare.de

A form for authorizing and issuing instructions to proxies is available at the following address:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

The foregoing information also applies to a revocation of the authority granted to a proxy, and for amendments to or the revocation of instructions.

If an individual ballot is held on an agenda item instead of a collective ballot, the instruction issued for this agenda item applies to each item of the individual vote.

The exercising of a right to vote through proxies also requires shareholders to have duly registered and provided evidence of their shareholding (see section II. 3. above).

### **5.3. Authorization of third parties**

Shareholders can also instruct an authorized representative to exercise their voting rights, such as an intermediary, a shareholder association, a proxy advisory firm, or another individual of their choosing. If a shareholder appoints more than one authorized representative, the Company is entitled to reject one or more of them.

The notification of the appointment of authorized representatives or the revocation of such an appointment, together with evidence of the appointment, must be submitted to the Company in text form (as defined in section 126b BGB), unless the authorized representative appointed is a bank or a shareholder association, another intermediary covered by section 135 AktG, or another person or institution equivalent to an intermediary in accordance with section 135 (8) AktG.

Authorized representatives can be appointed, or such appointment can be or amended or revoked, via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

from the date on which the portal goes live until the end of the virtual Annual General Meeting on May 8, 2025.

The following address can also be used to notify the Company that an authorization has been granted or revoked, and to submit evidence of this:

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Submissions may also be sent to the above email address on the day of the Annual General Meeting, until the person chairing the meeting declares the meeting closed.

A form for authorizing a third party will be sent out with the confirmation of registration and is also available at the following address:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Authorizations for third parties should preferably be granted via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

or using the authorization form provided by the Company.

Particular arrangements may apply when banks, shareholder associations, other intermediaries covered by section 135 AktG, or other persons or institutions equivalent to an intermediary in accordance with section 135 (8) AktG are appointed as authorized representatives. Details of these arrangements must be obtained from the prospective authorized representative. There is no statutory requirement of text form. However, the authorized representative must retain the proxy declaration in a verifiable form.

Authorized third parties are not permitted to attend the virtual Annual General Meeting in person, and need the login details for the InvestorPortal in order to exercise the rights delegated to them. They can exercise the voting right for the shareholders they represent within the scope of their authorization only by means of (electronic) postal voting or by further delegating the authorization and issuing instructions to the proxies nominated by the Company.

The exercising of a right to vote through an authorized representative also requires shareholders to have duly registered and provided evidence of their shareholding (see section II. 3. above).

#### 5.4. Supplementary rules concerning the recognition of voting right declarations

If the Company receives inconsistent, formally correct declarations concerning the exercising of the right to vote for the same shareholding via the InvestorPortal and by email, only the declarations received via the InvestorPortal will be recognized. If inconsistent, formally correct declarations are received via the same medium (InvestorPortal or email), the most recently received declaration will be recognized.

### 6. Webcasting of the Annual General Meeting

Shareholders who have duly registered for the Annual General Meeting and provided evidence of their shareholding (see section II. 3. above) or their authorized representatives can follow the Annual General Meeting on May 8, 2025 from 10:00 a.m. live and in full on the internet via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

### 7. Shareholder rights (requests for additions to the agenda, motions, nominations for election, submission of statements, right to speak and request information, objection to resolutions of the Annual General Meeting)

#### 7.1. Addition to the agenda at the request of a minority pursuant to section 122 (2) AktG

Shareholders whose shareholdings together account for one twentieth or more of the share capital or a proportion equivalent to €500,000 of the share 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 on Monday, April 7, 2025**. Please send any such requests to the following address:

DEUTZ AG  
Board of Management/Vorstand  
Ottostrasse 1  
51149 Cologne, 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

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

and communicated to the shareholders in accordance with the statutory provisions.

## **7.2. Motions and nominations for election from shareholders in accordance with section 126 (1) and section 127 AktG**

Every shareholder has the right to submit countermotions to the proposals of the Board of Management and/or Supervisory Board for a specific item on the agenda and to submit nominations for the election of Supervisory Board members, if an election is pending, or of auditors. Such motions or proposals should be sent to the following address:

DEUTZ AG  
Investor Relations  
Ottostrasse 1  
51149 Cologne  
Germany  
Email: hv@deutz.com

Countermotions and nominations for election sent to a different address will be disregarded.

Countermotions and nominations for election to be made accessible that reach the Company at least 14 days before the Annual General Meeting, i.e. by no later than **24:00 hours on Wednesday, April 23, 2025**, will be published immediately together with the name of the shareholder, a reason for the countermotion or nomination, if provided (also to be made accessible), and a statement from senior management, if provided, at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

In accordance with section 126 (4) AktG, countermotions and election nominations from shareholders to be made accessible by the Company will be deemed to have been proposed at the time at which they are made accessible.

The Company must ensure that voting rights can be exercised in respect of these motions as soon as the shareholders can provide proof that the statutory requirements or requirements of the Company's Statutes for the exercising of the voting right have been met (see section II. 3. above). The Annual General Meeting is not obliged to consider motions submitted by a shareholder who has not duly proven their credentials and, so far as registration is required, has not duly registered for the Annual General Meeting.

Countermotions, nominations for election, and other motions may also be submitted during the Annual General Meeting by means of video communication, particularly in connection with the right to speak (see section II. 7.4 below).

### 7.3. Right to submit statements pursuant to section 130a (1) to (4) AktG

Shareholders who have duly registered for the Annual General Meeting and provided evidence of their shareholding (see section II. 3. above) or their authorized representatives have the right to submit statements on the items on the agenda. Statements must be submitted no later than five days prior to the Annual General Meeting, i.e. by **24:00 hours on Friday, May 2, 2025**.

Statements must be submitted in text form (as defined in section 126b BGB) in German via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Statements must not exceed 10,000 characters (including spaces). The Company will make the statements accessible to duly registered shareholders no later than four days prior to the meeting, i.e. by **24:00 hours on Saturday, May 3, 2025**, including the name of the shareholder submitting the statement, via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Statements will not be made accessible if they are more than 10,000 characters (including spaces) long, contain offensive, criminal, obviously false, or misleading content or the shareholder indicates that he or she will not be participating in or represented at the Annual General Meeting (section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3, or no. 6 AktG).



Motions, nominations for election, questions, requests for information, and objections to resolutions of the Annual General Meeting contained in statements will not be addressed by the Annual General Meeting; the submission of motions and election nominations, the exercising of the right to obtain information, and the raising of objections to resolutions of the Annual General Meeting are possible only by the means described in this notice.

#### 7.4. Right to speak pursuant to section 118a (1) sentence 2 no. 7 and section 130a (5) and (6) AktG

Shareholders or their authorized representatives who take part in the Annual General Meeting electronically via the InvestorPortal have a right to speak at the meeting. This right will be exercised by means of video communication. From the start of the Annual General Meeting, shareholders or their authorized representatives can register their speeches on the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

This requires the shareholder or their authorized representative to submit a request to speak using the 'Wortmeldung' (request to speak) button provided in the InvestorPortal.

At the Annual General Meeting, the chairperson will explain the procedure for registering requests to speak and for being given the floor.

The Company reserves the right to check the functionality of the video communication between shareholder or authorized representative and the Company during the meeting and before the speech, and to refuse the request to speak if the technology is not working properly.

The right to speak includes, but is not limited to, the right under section 118a (1) sentence 2 no. 3 AktG to submit motions and nominations for election, and the right to request information in the Annual General Meeting (as described under section II. 7.5 below).

Pursuant to article 19 (2) of the Company's Statutes, the person chairing the meeting may reasonably restrict the amount of time available to shareholders to speak and put questions. Inappropriate speeches, in particular those that breach provisions of criminal law, may be excluded.

#### 7.5. Right to put questions/request information pursuant to section 118a (1) sentence 2 no. 4 and section 131 AktG

Pursuant to section 131 (1) AktG, the Board of Management must – upon request of any shareholder at the Annual General Meeting – provide information on the affairs of the Company insofar as this is required for a proper assessment of the matter on the agenda and no right to withhold such information applies. Questions cannot be submitted in advance of the Annual General Meeting.

The obligation of the Board of Management to provide information also extends to the legal and business relations of the Company with affiliated entities. The obligation to provide information also extends to the position of the Group and of the entities included in the consolidated financial statements. Pursuant to section 131 (1d) AktG, shareholders have a right to ask follow-up questions regarding all answers provided by the Board of Management in the meeting.

The person chairing the meeting will specify that the aforementioned right to request information pursuant to section 131 (1) AktG and the right to ask follow-up questions pursuant to section 131 (1d) AktG at the Annual General Meeting may be exercised exclusively by means of video communication technology, i.e. in connection with the exercising of the right to speak (see section II. 7.4) via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Shareholders who take part in the Annual General Meeting electronically can submit requests pursuant to section 131 (4) and (5) AktG by means of electronic communication via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

#### 7.6. Opportunity to object to resolutions of the Annual General Meeting

Shareholders or their authorized representatives who take part in the Annual General Meeting electronically via the InvestorPortal have a right to raise objections to resolutions of the Annual General Meeting by means of electronic communication. Objections can be raised during any part of the Annual General Meeting until the end of the Annual General Meeting via the InvestorPortal at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

The Company's proxies cannot submit objections to resolutions of the Annual General Meeting for the record of the recording notary.

## **8. Resolutions**

No resolutions will be adopted in respect of agenda item 1.

Agenda items 2 to 6 and 8 to 12 are subject to a binding vote and agenda item 7 is subject to an advisory vote within the meaning of Table 3 of Implementing Regulation (EU) 2018/1212.

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

## **9. Times**

Unless explicitly stated otherwise, all times given in this notice are in Central European Time (CET) or – for dates after March 30, 2025 – in Central European Summer Time (CEST).

Central European Time (CET) is the same as coordinated universal time (UTC) plus one hour, and Central European Summer Time (CEST) is the same as coordinated universal time (UTC) plus two hours.

## **10. Further information / Publication of information on the website**

From the date on which the Annual General Meeting is convened, the information pursuant to section 124a AktG is available on the Company's website at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

and can also be accessed there during the Annual General Meeting. This includes, in particular

- the adopted annual financial statements of DEUTZ AG, the approved consolidated financial statements, the combined management report for DEUTZ AG and the Group for the 2024 financial year, the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289a and section 315a HGB, and the report of the Supervisory Board for the 2024 financial year;
- the report of the Board of Management to the Annual General Meeting on May 8, 2025 on the utilization of the authorized capital pursuant to article 4 (3) of the Statutes (authorized capital 2023/II) through the issue of 12,614,719 new shares with disapplication of pre-emption rights against cash contributions in July 2024;
- the 2024 remuneration report;
- the reports of the Board of Management for agenda items 11 and 12 on the reasons for the proposed authorizations to disapply pre-emption rights.

Also available on the aforementioned website are

- the disclosures pursuant to section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212 and
- further information on the rights of shareholders (pursuant to section 122 (2), section 126 (1) and (4), section 127, section 130a, section 131 (1) AktG and section 118a (1) sentence 2 no. 8 in conjunction with section 245 AktG).

Additional information such as countermotions and nominations for election received from shareholders may also be made accessible on the aforementioned website.

### **11. Data protection information for shareholders and their representatives**

DEUTZ AG processes personal data as a controller within the meaning of Art. 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). Further information on data processing in connection with the Annual General Meeting, including the information required under Arts. 12, 13, and 14 GDPR, is available at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2025/>

Cologne, March 2025

DEUTZ AG

*The Board of Management*