



**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**

will be held on Wednesday, May 13, 2026, at 10:00 a.m. (admission from 09:00 a.m.) as an in-person event at the Gürzenich in Cologne, Martinstrasse 29-37, 50667 Cologne.

*(For the sole purpose of better readability, gender-specific notation is not used throughout this convening notice. All personal designations and terms are to be understood as gender-neutral for the purpose of equal treatment.)*

## **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 2025 financial year, the explanatory report 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 2025 financial year**

The Supervisory Board has approved the annual financial statements prepared by the Board of Management and the consolidated financial statements prepared by the Board of Management. The annual financial statements are thereby adopted. Accordingly, adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting are not required pursuant to the provisions of the German Stock Corporation Act (AktG). Therefore, no resolution is to be adopted on this agenda item.

- 2. Appropriation of accumulated income for the 2025 financial year**

The Board of Management and the Supervisory Board propose that the accumulated income reported by DEUTZ AG for the 2025 financial year of €60,420,966.87 be appropriated as follows:

A sum in the amount of €27,474,858.90 will be distributed to the shareholders in the form of a dividend of €0.18 per dividend-bearing no-par-value share; the remaining accumulated income of €32,946,107.97 will be carried forward to the next accounting period.

### **Note:**

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 19, 2026.

- 3. Formal approval of the actions of the Board of Management for 2025**

The Board of Management and the Supervisory Board propose the formal approval of the actions of the members of the Board of Management for the 2025 financial year.

#### **4. Formal approval of the actions of the Supervisory Board for the 2025 financial year**

The Board of Management and the Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for the 2025 financial year.

#### **5. Elections to the Supervisory Board**

The Supervisory Board of DEUTZ AG consists of twelve members, comprising six representatives of the shareholders and six representatives of the employees. The most recent regular elections of the shareholder representatives were held at the Annual General Meeting on April 27, 2023; at that Annual General Meeting, Mr. Helmut Ernst, Ms. Melanie Freytag, Ms. Patricia Geibel-Conrad, Dr.-Ing. Rudolf Maier, Mr. Bernd Maierhofer, and Dr. Dietmar Voggenreiter were elected as shareholder representatives on the Supervisory Board.

In accordance with the Statutes, the election of the shareholder representatives at the Annual General Meeting on April 27, 2023 was for a term of office lasting until the end of the Annual General Meeting that formally approves the actions of the Supervisory Board for the 2027 financial year. Accordingly, the shareholder representatives on the Supervisory Board would have to be newly elected no later than the ordinary Annual General Meeting to be held in the 2028 financial year (hereinafter referred to as the “Annual General Meeting in 2028”), which will formally approve the actions of the Supervisory Board for the 2027 financial year.

By resolution of the Annual General Meeting on May 8, 2024, article 9 (2) of the Statutes of DEUTZ AG was made more flexible so that a shorter term of office may also be specified for shareholder representatives on the Supervisory Board. This amendment reflects changing market practice as well as investors’ expectations that shorter terms of office and differing terms of office for individual shareholder representatives (a so-called “staggered board”) may be established in order to support the possibility of regularly adjusting the composition of the Supervisory Board and of ensuring a smooth transition in board mandates, further strengthen shareholders’ voting rights, and meet the requirements of modern corporate governance.

In order to implement the options now available with respect to the composition of the shareholder side of the Supervisory Board, while at the same time preserving continuity and enabling structured succession planning for key chair positions on the Supervisory Board, two current shareholder representatives on the Supervisory Board, Dr. Dietmar Voggenreiter and Ms. Patricia Geibel-Conrad are to be re-elected early at the Annual General Meeting on May 13, 2026, following their current term of office, for a short additional period of only two years, namely until the end of the Annual General Meeting that formally approves the actions of the Supervisory Board for the 2029 financial year (which will take place in the 2030 financial year).

Dr. Dietmar Voggenreiter has been a member of the Supervisory Board of DEUTZ AG since the Annual General Meeting on April 30, 2019. He has served as Chairman of the Supervisory Board since February 12, 2022.

Ms. Patricia Geibel-Conrad has been a member of the Supervisory Board of DEUTZ AG since the Annual General Meeting on April 26, 2018, and, as an independent financial expert, has served as Chairwoman of the Audit Committee since 2018.

In their respective roles and chair positions, both Supervisory Board members have played a key role in supporting the successfully initiated transformation of the Company from a leading manufacturer of traditional drive systems into a systems provider of innovative and sustainable mobility and energy solutions for the off-highway sector. Accordingly, the aim is both to ensure the aforementioned continuity through to 2030 and allow sufficient time for a structured search for, and onboarding of, successors.

At the Annual General Meeting in 2028, the regular re-elections of the remaining four shareholder representatives would then take place. Where possible, potential successors for the positions of Chair of the Supervisory Board and Chair of the Audit Committee are to be elected at that time as regular Supervisory Board members so that they can familiarize themselves with the Company and its various business units, allowing the subsequent transition of the chair positions to take place as part of the ongoing work of the Supervisory Board.

The early re-election of Dr. Dietmar Voggenreiter and Ms. Patricia Geibel-Conrad consequently supports structured succession planning.

In addition, it is planned that at the Annual General Meeting in 2028 the four shareholder representatives to be elected at that time will have terms of office of no more than four years. Subsequently, taking into account the terms of office expiring in 2030 and the resultant end of Ms. Patricia Geibel-Conrad's and Dr. Dietmar Voggenreiter's membership on the Supervisory Board, a staggered board would also be implemented.

Including the term of office resulting from his early re-election, Dr. Dietmar Voggenreiter would not serve on the Supervisory Board for more than 12 years. Accordingly, there would be no indicator under Recommendation C.7 of the German Corporate Governance Code in the version dated April 28, 2022 (hereinafter the "**Code**") of a possible lack of independence. As a result of the early re-election, Ms. Geibel-Conrad would likewise not serve on the Supervisory Board for more than 12 years, so that in her case as well there would be no indicator under Recommendation C.7 of the Code suggesting a possible lack of independence.

Nevertheless, it should be noted as a precaution that the duration of office and membership on the Supervisory Board may represent an indicator of a possible lack of independence, but do not necessarily imply such a lack. Both candidates are particularly independent and have shown no indication whatsoever of any dependency. This assessment remains valid to date and forms the basis for the current appointment of both individuals, the proposal for their early re-election, and the further planning for the composition and succession of their Supervisory Board mandates.

Finally, it should be noted that, taking into account the remaining current term of office plus the term resulting from the proposed early re-election, the total term of office for Ms. Patricia Geibel-Conrad and Dr. Dietmar Voggenreiter would amount to four years from the time of the Annual General Meeting on May 13, 2026. This also reflects the intention not to provide for terms of office for shareholder representatives on the Supervisory Board exceeding four years.

Pursuant to sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) in conjunction with sections 1 (1), 6 (1), and 7 (1) sentence 1 no. 1, (2) no. 1, and (3) of the German Co-Determination Act (MitbestG), as well as article 9 (1) of the Statutes of DEUTZ AG, the Supervisory Board of DEUTZ AG consists of twelve members, namely six shareholder representatives and six employee representatives, and pursuant to section 96 (2) sentence 1 AktG, at least 30 percent of the members must be women (i.e., at least four) and at least 30 percent must be men (i.e., at least four). As an objection was raised to overall compliance with this minimum quota pursuant to section 96 (2) sentence 3 AktG, the minimum quota must be fulfilled separately by the shareholder side and the employee side. Of the six seats allocated to shareholder representatives on the Supervisory Board, therefore, at least two must be filled by women and at least two by men.

The current composition of the Supervisory Board meets these requirements. The applicable minimum quota will also be complied with after the Annual General Meeting in 2028, whether through overall compliance or through separate compliance as a result of an objection.

On the recommendation of its Nomination Committee, the Supervisory Board proposes that the following persons be re-elected early as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting that formally approves the actions of the Supervisory Board for the 2027 financial year until the end of the Annual General Meeting that formally approves the actions of the Supervisory Board for the 2029 financial year:

**5.1** Ms. Patricia Geibel-Conrad, Certified Public Accountant in private practice, management consultant, resident in Hamburg.

**5.2** Dr. Dietmar Voggenreiter, management consultant, Horváth & Partner GmbH, Stuttgart, Munich office, former Chief Marketing and Sales Officer of AUDI AG, Ingolstadt, Chairman of the Supervisory Board of DEUTZ AG, Cologne, resident in Ingolstadt.

The elections are to be conducted as individual votes; that is, the election proposals under the above sub-items 5.1 and 5.2 will be voted on separately.

The proposed candidates have stated that they have sufficient time available to perform their duties; this statement explicitly includes the period from the beginning of the term of office for which the early re-election is proposed.

It is intended that, in the event of his early re-election to the Supervisory Board, Dr. Dietmar Voggenreiter will again be proposed as a candidate for Chair of the Supervisory Board starting from the Annual General Meeting in 2028, i.e., from the beginning of the term of office resulting from the early re-election. Furthermore, it is intended that Ms. Patricia Geibel-Conrad will again be proposed as a candidate for the position of Chair of the Audit Committee for the term of office resulting from the early re-election.

In accordance with Recommendation C.13 of the Code, the Supervisory Board must disclose in its election nominations to the Annual General Meeting the personal and business relationships of each candidate with the Company, the governing bodies of the Company, and any shareholder holding a material interest in the Company. In the opinion of the Supervisory Board, the nominated candidates have no personal or business relationships with DEUTZ AG or its Group companies, the governing bodies of DEUTZ AG, or any shareholder holding a material interest in DEUTZ AG that would require disclosure to the Annual General Meeting pursuant to Recommendation C.13 of the Code.

**In the view of the Supervisory Board, the proposed candidates are therefore to be regarded as fully independent, including within the meaning of the Code.**

The above election nominations for the early re-election of two shareholder representatives are based on the recommendations of the Supervisory Board's Nomination Committee and take into account the diversity concept currently adopted by the Supervisory Board, including the objectives for its composition and the competency profile for the Supervisory Board as a whole within the meaning of Recommendation C.1 of the Code. The current status of the implementation of the competence profile is disclosed in the form of a qualification matrix within the meaning of recommendation C.1 of the Code, which can be viewed at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

The curricula vitae of the candidates nominated for early re-election at the Annual General Meeting on May 13, 2026, together with the information pursuant to section 125 (1) sentence 5 AktG regarding their membership on other statutory supervisory boards and their membership on comparable domestic and foreign supervisory bodies of business enterprises, are set out under **section II.** of this notice convening the meeting. They can also be viewed at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

## **6. Appointment of the auditor of the financial statements for 2026**

On the recommendation of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Düsseldorf office, be appointed as auditor of the both the separate and the consolidated annual financial statements for 2026. This appointment includes the auditor's review of the condensed financial statements and the interim management report for the period ended June 30, 2026 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 subject to any restrictions regarding the appointment of a particular auditor or audit firm (Article 16 (6) of the European Audit Regulation).

## **7. Appointment of the auditor of the sustainability reporting for 2026**

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 transposed into German law at the time when the publication of this notice convening the Annual General Meeting was commissioned. In September 2025, the current Federal Government submitted a revised draft of the CSRD Implementation Act to the German Bundestag. At the time when this notice convening the Annual General Meeting was authorized for publication, it was still unclear when the draft legislation would be adopted. In order to avoid the need, after completion of the national legislative process, to convene an additional shareholders' meeting of the Company to appoint the auditor of the sustainability reporting for financial year 2026, the Annual General Meeting on May 13, 2026 is to elect such an auditor on a precautionary basis, solely in the event that national law provides for such an appointment 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 2026. 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 transposed into German law by German legislators and the Company is consequently required by law to undertake sustainability reporting for the 2026 financial year and to have the (Group) sustainability report thereby prepared audited by an auditor and, pursuant to the statutory requirements, this audit is not automatically the responsibility of the auditor responsible for auditing the annual financial statements and consolidated financial statements for the 2026 financial year.

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 subject to any restrictions regarding the appointment of a particular auditor or audit firm (Art. 16 (6) of the European Audit Regulation).

## **8. Resolution to approve the remuneration report for 2025**

In accordance with section 162 AktG, the Board of Management and the 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 the 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 2025 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 2025 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/2026/>

The Board of Management and the Supervisory Board propose that the remuneration report for 2025, prepared and audited in accordance with section 162 AktG, be approved in accordance with section 120a (4) AktG.

**9. Resolutions on the amendment of article 17 of the Statutes to facilitate participation in the Annual General Meeting and on the amendment of article 19 of the Statutes to allow the Annual General Meeting to be transmitted in audio and video**

Pursuant to section 118 (1) of the German Stock Corporation Act (AktG), the Statutes may authorize the Board of Management to provide that shareholders may participate in the Annual General Meeting without being physically present at the place of the meeting and without appointing a proxy, and may exercise all or some of their rights by means of electronic communication. This statutory provision relates to the in-person Annual General Meeting and is intended – supplementing the possibility of physical participation at the venue of the meeting – to additionally enable online participation in an in-person Annual General Meeting. Online participation in an in-person Annual General Meeting within the meaning of section 118 (1) AktG should not be confused with the virtual Annual General Meeting within the meaning of section 118a AktG, as a virtual Annual General Meeting is held without the physical presence of shareholders or their proxies at the place of the meeting. From the perspective of DEUTZ AG, it is not expected in the short term that offering a comprehensive additional option for online participation in an in-person Annual General Meeting will become a market standard. Nevertheless, an authorization pursuant to section 118 (1) AktG is now to be included in the Statutes in order to create the legal prerequisites for this and thereby maintain flexibility for the future. Based on the experience gained with virtual Annual General Meetings, technically proven applications are now generally available that would allow shareholders to be offered online participation in an in-person Annual General Meeting, provided that the other necessary conditions are met (in particular legal certainty, costs, and efficiency). Article 17 of the Statutes is therefore to be supplemented accordingly.

Pursuant to section 118 (2) AktG, the Statutes may also authorize the Board of Management to provide that shareholders may cast their votes in writing or by means of electronic communication without attending the meeting (postal voting). (Electronic) postal voting has become established as a voting option in the context of virtual Annual General Meetings. For this reason, a corresponding option is now also to be created for in-person Annual General Meetings. Article 17 of the Statutes is therefore also to be supplemented accordingly.

Finally, pursuant to section 118 (4) AktG, the Statutes may authorize the Board of Management or the chair of the meeting to allow the Annual General Meeting to be transmitted in audio and video. Such authorization is also to be added to article 19 of the Statutes. Under the statutory provision, the authorization may be granted to either the Board of Management or the chair of the meeting. The following proposal to amend the Statutes provides that the authorization be granted to the Board of Management, as in the view of DEUTZ AG the transmission of the in-person Annual General Meeting in audio and video, together with the option of (electronic) postal voting, may in the future represent a significant facilitation with regard to shareholder engagement, information, and the exercise of voting rights. As the authorization to provide for (electronic) postal voting may, under the law, be granted exclusively to the Board of Management, it also appears appropriate to grant the authorization pursuant to section 118 (4) AktG regarding audio and video transmission to the Board of Management, as only in this way can the use and specific design of these options be determined by the same corporate body for reasons of efficiency. Moreover, the organizational preparation of the Annual General Meeting, including the technical infrastructure, is primarily the responsibility of the Board of Management, which further supports granting the authorization pursuant to section 118 (4) AktG regarding audio and video transmission to the Board of Management.

The proposed new provisions of the Statutes stipulate that, if these authorizations are exercised, the notice convening the respective Annual General Meeting must specify how they will be used.

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

**9.1 Article 17 of the Statutes shall be supplemented by the following new paragraph (4):**

*“(4) The Board of Management shall be authorized to provide that shareholders may participate in the Annual General Meeting without being physically present at the venue of the meeting and without appointing an authorized representative, and may exercise all or part of their rights by means of electronic communication. The Board of Management shall also be authorized to determine the scope and procedures for such participation and for the exercise of rights in detail; such determinations shall be announced with the notice convening the Annual General Meeting.”*

**9.2 Article 17 of the Statutes shall be supplemented by the following new paragraph (5):**

*“(5) The Board of Management shall be authorized to provide that shareholders may cast their votes in writing or by means of electronic communication without attending*

*the meeting (postal voting). The Board of Management shall also be authorized to determine the detailed procedures for postal voting; such determinations shall be announced with the notice convening the Annual General Meeting.”*

**9.3 Article 19 of the Statutes shall be supplemented by the following new paragraph (5):**

*“(5) The Board of Management shall be authorized to permit the full or partial transmission of the Annual General Meeting in audio and video. If this authorization is exercised, the notice convening the Annual General Meeting must specify the scope and manner of the audio and video transmission (in particular the extent to which the public will have access to the transmission).”*

**Note:**

The proposed resolutions under sub-items 9.1 to 9.3 above will be voted on separately.

**10. Resolutions on the approval of the conclusion of profit and loss transfer and control agreements between DEUTZ AG on the one hand and SOBEK Group GmbH, Deutz Power Systems GmbH and DEUTZ Defense Systems GmbH on the other**

DEUTZ AG intends to conclude a separate profit and loss transfer and control agreement with each of three of its subsidiaries. The subsidiaries concerned are the following companies (hereinafter each individually referred to as a “**Subsidiary**” and collectively as the “**Subsidiaries**”):

- SOBEK Group GmbH, with its registered seat in Hirschberg, registered with the Mannheim District Court under commercial register number HRB 724967. The domestic business address is: Badener Strasse 8, 69493 Hirschberg
- Deutz Power Systems GmbH, with its registered seat in Cologne, registered with the Cologne District Court under commercial register number HRB 126115. The domestic business address is: Ottostrasse 1, 51149 Cologne
- DEUTZ Defense Systems GmbH, with its registered seat in Cologne, registered with the Cologne District Court under commercial register number HRB 123356. The domestic business address is: Ottostrasse 1, 51149 Cologne

DEUTZ AG directly holds 100 % of the shares in each of the Subsidiaries. The conclusion of the profit and loss transfer and control agreements serves to establish a corporate income tax and trade tax group between DEUTZ AG as the controlling company on the one hand and each of the Subsidiaries as the controlled company on the other hand.

Each profit and loss transfer and control agreement to be concluded between DEUTZ AG on the one hand and each Subsidiary on the other hand has – except for the designation of the respective Subsidiary as contracting party (including its business address and the respective commercial register number as stated above) – the identical wording set out below. Where a contracting party in the model text of the profit and loss transfer and control agreements reproduced below is referred to as the “**controlling company**”, this refers to DEUTZ AG; where a contracting party is referred to as the “**controlled company**”, this refers to the respective Subsidiary identified above. The terms “controlling company” and “controlled company” are used in this notice convening the meeting exclusively in the sense of the definitions used in the profit and loss transfer and control agreements.

Irrespective of the definitions used in the profit and loss transfer and control agreements, DEUTZ AG participates in each case as the controlling company and the respective Subsidiary as the dependent company within the meaning of sections 291 et seq. AktG.

Subject to the full designation of the respective Subsidiary as contracting party (including its business address and the respective commercial register number as stated above), the profit and loss transfer and control agreements have the following wording:

*“CONTROL AND PROFIT AND LOSS TRANSFER AGREEMENT*

*between*

***DEUTZ Aktiengesellschaft**, Ottostrasse 1, 51149 Cologne, registered in the commercial register of the Cologne District Court under HRB 281,*

*– hereinafter referred to as the “**Controlling Company**” –*

*and*

*[insert: **Name of the Controlled Company**], [insert: address of the Controlled Company], registered in the commercial register of the District Court of [insert: place of the registered office of the competent District Court] under HRB [insert: HRB number of the Controlled Company],*

*– hereinafter referred to as the “**Controlled Company**” –*

– hereinafter the Controlling Company and the Controlled Company each individually referred to as a “Party” and collectively as the “Parties” –

**Preliminary note**

*The Controlling Company holds all shares in the Controlled Company. This corresponds to the entire voting share capital of the Controlled Company (financial integration). This financial integration has existed without interruption since the beginning of the current financial year of the Controlled Company, i.e., since January 1, 2026.*

*The Parties intend to conclude a control and profit and loss transfer agreement.*

*Now, therefore, the Parties agree as follows:*

**Section 1**

**Management control**

*(1) The Controlled Company submits the management of its company to the Controlling Company.*

*(2) The Controlling Company shall issue to the management of the Controlled Company, through its executive bodies or persons authorized by them for this purpose, all instructions it deems necessary with regard to organizational, economic, technical, financial and personnel matters. The instructions may be general or case-specific and must be given in text form. If given orally, they must be confirmed in text form without undue delay.*

*(3) The Controlled Company is obliged to comply with the instructions of the Controlling Company in all respects, unless mandatory company law, commercial law or accounting law provides otherwise. The amendment, maintenance or termination of this agreement is not covered by the right to issue instructions.*

*(4) The Controlling Company shall be kept continuously informed about all material matters of the Controlled Company and its business development. Beyond statutory rights, the Controlled Company is obliged to provide the executive bodies of the Controlling Company and their authorized representatives with comprehensive information and to grant access to the books and other records of the company.*

## **Section 2**

### **Transfer of profits**

*(1) The Controlled Company undertakes, for the first time from the beginning of the financial year of the Controlled Company current at the time of the registration of this agreement in its commercial register, to transfer its entire profit to the Controlling Company. The provisions of section 301 of the German Stock Corporation Act (AktG), as amended from time to time, shall apply mutatis mutandis; in the event that future amendments to section 301 AktG conflict with the wording of this agreement, the statutory provisions shall prevail.*

*(2) With the consent of the Controlling Company, the Controlled Company may allocate amounts from its annual net profit to retained earnings (section 272 (3) of the German Commercial Code [HGB]), insofar as this is permissible under commercial law and economically justified based on prudent commercial judgment. Other retained earnings formed during the term of this agreement (section 272 (3) HGB) shall – where legally permissible – be released at the request of the Controlling Company and transferred as profit in accordance with section 301 AktG, as amended from time to time.*

*(3) Other reserves and profit carried forward and retained earnings originating from periods prior to the effectiveness of this agreement may not be transferred as profit to the Controlling Company. The same applies to additional paid-in capital, irrespective of whether it was formed before or after this agreement entered into force.*

*(4) The claim to transfer profits arises at the end of the financial year of the Controlled Company. It becomes due with value date as of that time.*

## **Section 3**

### **Assumption of losses**

*The provisions of section 302 AktG, as amended from time to time, shall apply mutatis mutandis.*

## **Section 4**

### **Term and termination of the agreement**

(1) *This agreement is concluded subject to the approval of the Annual General Meeting of the Controlling Company and the shareholders' meeting of the Controlled Company.*

(2) *This agreement shall become effective upon its registration in the commercial register of the Controlled Company and shall apply (with the exception of the provisions on control in section 1 of this agreement) retroactively from the beginning of the financial year of the Controlled Company in which this agreement is registered in the commercial register of the Controlled Company.*

(3) *This agreement is concluded for an indefinite period. It may be terminated by ordinary notice only at the end of the financial year of the Controlled Company, subject to a notice period of six months. However, ordinary termination shall be possible for the first time only at the end of the financial year of the Controlled Company upon the expiry of which the minimum term required for tax purposes within the meaning of section 14 (1) sentence 1 no. 3 of the German Corporate Income Tax Act (KStG) in conjunction with section 17 KStG and section 2 (2) sentence 2 of the German Municipal Trade Tax Act (GewStG), each as amended from time to time, has been fulfilled (under current law five (5) full fiscal years calculated from the beginning (00:00 hours) of the financial year in which this agreement became effective through its registration in the commercial register of the Controlled Company (the "**Minimum Term**").*

(4) *The right to terminate for good cause shall remain unaffected. The Parties shall in particular be entitled to terminate for good cause,*

*(a) if, due to a disposal of shares or for other reasons, the requirements for financial integration of the Controlled Company into the Controlling Company within the meaning of tax law no longer exist after implementation of the relevant measure;*

*(b) if the Controlling Company contributes its shareholding in the Controlled Company to another company; or*

*(c) if the Controlling Company or the Controlled Company is merged, demerged or liquidated.*

*Important reasons shall in particular also include those listed in R 14.5 (6) sentence 2 of the German Corporate Income Tax Guidelines 2022 (KStR 2022) or any corresponding successor provision.*

*(5) If the effectiveness of this agreement or its proper implementation is not or not fully recognized for tax purposes, the Parties agree that the Minimum Term shall in each case commence only on the first day of the financial year of the Controlled Company for which the requirements for tax recognition of its effectiveness or its proper implementation are met for the first time or again for the first time.*

*(6) Any termination or other ending of this agreement must be made in writing.*

## **Section 5**

### **Final provisions**

*(1) Amendments and supplements to this agreement require the approval of the Annual General Meeting of the Controlling Company and the shareholders' meeting of the Controlled Company. The approval of the Controlled Company must be unanimous and requires registration in the commercial register of the Controlled Company.*

*(2) Amendments and supplements to this agreement must be made in writing unless notarization is required by law. This also applies to any waiver of this written form requirement.*

*(3) Should any provision of this agreement be or become wholly or partially invalid, unenforceable or incapable of performance, or should this agreement contain a gap, this shall not affect the validity and enforceability of the remaining provisions of this agreement. The Parties undertake to replace the invalid, unenforceable, incapable or missing provision with a valid, enforceable and practicable provision that comes as close as possible to the economic purpose pursued by the Parties.*

*(4) In interpreting this agreement, the relevant tax provisions governing tax groups shall be taken into account in such a way that an effective tax group relationship is intended."*

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

- 10.1 Approval shall be given to the conclusion of the profit and loss transfer and control agreement between DEUTZ AG, with its registered seat in Cologne, as the controlling company, and SOBEK Group GmbH, with its registered seat in Hirschberg, registered with the Mannheim District Court under HRB 724967, as the controlled company.
- 10.2 Approval shall be given to the conclusion of the profit and loss transfer and control agreement between DEUTZ AG, with its registered seat in Cologne, as the controlling company, and Deutz Power Systems GmbH, with its registered seat in Cologne, registered with the Cologne District Court under HRB 126115, as the controlled company.
- 10.3 Approval shall be given to the conclusion of the profit and loss transfer and control agreement between DEUTZ AG, with its registered seat in Cologne, as the controlling company, and DEUTZ Defense Systems GmbH, with its registered seat in Hirschberg, registered with the Cologne District Court under HRB 123356, as the controlled company.

**Notes:**

The proposed resolutions under sub-items 10.1 to 10.3 above will be voted on separately.

For the respective control and profit and loss transfer agreement to become effective, approval by the Annual General Meeting of DEUTZ AG, approval by the shareholders' meeting of the respective Subsidiary, and registration in the commercial register of the respective Subsidiary are required.

It is intended that the shareholders' meeting of each of the Subsidiaries will approve the relevant profit and loss transfer and control agreement on the day of the Annual General Meeting of DEUTZ AG on May 13, 2026 or shortly thereafter.

As DEUTZ AG is the sole shareholder of each of the Subsidiaries, an audit of the respective profit and loss transfer and control agreement by a contract auditor pursuant to section 293b AktG, and therefore the submission of reports by contract auditors to the Annual General Meeting, is not required.

With regard to the documents to be made available for this agenda item, express reference is made to section III. 8. of this agenda and to the note contained therein regarding the possibility of inspection via the Company's website.

**11. Resolution on the creation of a new authorized capital (authorized capital 2026/I) plus authorization to disapply pre-emption rights by amending article 4 (2) of the Statutes and revocation of the existing authorized capital (authorized capital 2023/I) pursuant to article 4 (2) of the Statutes**

The Annual General Meeting on April 27, 2023, under agenda item 10, authorized the Board of Management, by way of the amendment of article 4 (2) 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 partial amounts 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/I). The Board of Management is authorized, subject to the Supervisory Board's consent, to disapply pre-emption rights to the extent necessary for fractional amounts resulting from the subscription ratio. No further authorization to disapply pre-emption rights exists. No use has been made to date of the authorization pursuant to article 4 (2) of the Statutes, and no use will be made of it until the Annual General Meeting on May 13, 2026.

Authorized capital 2023/I corresponded to approximately 20 % of the share capital in the amount of €308,978,241.98 existing at the time the Annual General Meeting of April 27, 2023 was convened. The Company's share capital has meanwhile increased to €390,753,548.80, divided into 152,638,105 no-par-value bearer shares. Authorized capital 2023/I therefore now corresponds to only approximately 15.81 % of the currently existing share capital.

To give the Company continued flexibility to cover any future funding requirement within the statutory scope, a new authorized capital in the amount of €78,150,709.76 (authorized capital 2026/I) is to be created. The aforementioned euro amount of authorized capital 2026/I corresponds, as before, to 20 % of the Company's share capital existing at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). Overall, the authorization to issue new shares within the framework of authorized capital 2026/I is to be limited to up to 30,527,621 new no-par-value bearer shares, which corresponds to 20 % of the shares issued at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). In addition to the possibility of providing for an indirect pre-emption right, the pre-emption right is to be disappplied, just as in the case of authorized capital 2023/I, only for fractional amounts, in order to facilitate the handling of any capital increase from this

authorized capital; in all other respects, the statutory pre-emption right is to remain fully in place for authorized capital 2026/I.

Pursuant to section 202 (3) AktG, the nominal amount of authorized capital may not exceed one-half of the share capital existing at the time the authorization is granted. Under agenda item 12 of this notice convening the meeting, the Annual General Meeting is also to be asked to revoke the existing authorized capital 2025/I pursuant to article 4 (3) of the Statutes following its partial utilization in 2025 and to replace it with new authorized capital 2026/II, which is to provide for authorization to increase the Company's share capital until May 12, 2031 by up to a total of €78,150,709.76 through the issuance of up to 30,527,621 new no-par-value bearer shares (authorized capital 2026/II). Overall, on the basis of both authorizations, i.e., pursuant to the new authorized capital 2026/I in accordance with article 4 (2) of the Statutes and the new authorized capital 2026/II in accordance with section 4 (3) of the Statutes, authorized capital would then exist in an amount of up to a maximum of 40 % of the Company's share capital existing at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). Accordingly, the requested authorizations, including when taken together, remain well below the statutory maximum limit.

The total number of shares to be issued under the new authorization pursuant to article 4 (2) of the Statutes is therefore also to remain limited in the future to a total amount not exceeding 40 % of the share capital, whereby, consistent with the provisions governing authorized capital 2023/I, reciprocal attributions between the various authorized capital authorizations are provided for (including the attribution of the sale or use of treasury shares). The aforementioned limit of 40 % of the share capital is determined by the share capital of the Company at the time the new authorization relating to authorized capital 2026/I takes effect or – if lower – at the time this authorization is utilized.

The total number of shares to be issued with the disapplication of pre-emption rights under this new authorization pursuant to article 4 (2) of the Statutes is again and in all cases not to exceed a total of 10 % of the share capital (as was also the case with authorized capital 2023/I). In this respect, the existing reciprocal attributions between the various authorized capital authorizations are again provided for, so that even after the Annual General Meeting of May 13, 2026, pre-emption rights to shares or to conversion or option rights for shares may be disappplied only up to a maximum of 10 % of the share capital. Treasury shares that the Company has repurchased and subsequently sells or uses with the disapplication of pre-emption rights are likewise to be counted toward this 10 % limit. The aforementioned limit of 10 % 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 2026/I in respect of total volume and possible disapplications of pre-emption rights should thus correspond to those of the current and not yet utilized authorized capital 2023/I, approved on April 27, 2023. As was already the case with authorized capital 2023/I, the term of the authorization is to correspond to the statutory maximum period of five years, calculated from the date of the Annual General Meeting on May 13, 2026.

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

**A)** The existing authorized capital 2023/I in article 4 (2) of the Statutes shall be revoked and a new authorized capital in the amount of €78,150,709.76 created, and article 4 (2) 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):

*“(2) The Board of Management shall be authorized, with the consent of the Supervisory Board, to increase the Company’s share capital until May 12, 2031 on one or more occasions in partial amounts by up to a total of €78,150,709.76 (in words: seventy-eight million one hundred and fifty thousand seven hundred and nine euros and seventy-six cents) against cash capital contributions by issuing up to 30,527,621 (in words: thirty million five hundred and twenty-seven thousand six hundred and twenty-one) new no-par-value bearer shares (“**authorized capital 2026/I**”).*

*The issuance of new shares on the basis of this authorization is permissible only insofar as, taking into account the following provisions regarding the attribution of additional shares, the notional proportion of the new shares does not exceed a total of 40 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 40 % limit: (i) shares that were or are newly issued before or simultaneously with the issuance of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares; (ii) treasury shares that were or are sold before or simultaneously with the issuance of shares under this authorization during the term of this authorization; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued*

*during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the issuance of shares under this authorization.*

*As a matter of principle, the new shares are to be offered to the shareholders for subscription. Pursuant to section 186 (5) AktG, the new shares may also be underwritten by credit institutions, investment firms, or companies operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription (indirect pre-emption rights).*

*However, the Board of Management is authorized, subject to the Supervisory Board's consent, to disapply pre-emption rights to the extent necessary for fractional amounts resulting from the subscription ratio. The total number of shares issued with the disapplication of pre-emption rights under this authorization may not exceed in total 10 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 10 % limit: (i) shares that were or are newly issued before or simultaneously with the issuance of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares with the disapplication of pre-emption rights; (ii) treasury shares that were or are sold before or simultaneously with the issuance of shares under this authorization during the term of this authorization with the disapplication of pre-emption rights; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the issuance of shares under this authorization with the disapplication of pre-emption rights.*

*The Board of Management shall be further authorized, with the consent of the Supervisory Board, to determine the further content of the share rights and the terms and conditions of the share issue for the implementation of capital increases from authorized capital 2026/I.*

*The Supervisory Board shall be authorized to amend the wording of the Statutes following the full or partial implementation of the increase of the share capital*

*through the exercise of authorized capital 2026/I, as well as after the expiration of the authorization period.”*

**B)** The revocation of the existing authorized capital 2023/I in article 4 (2) of the Statutes shall apply only in the event that, at the same time, the authorized capital 2026/I in the amount of €78,150,709.76 pursuant to the new version of article 4 (2) of the Statutes to be resolved by the Annual General Meeting on May 13, 2026, in accordance with letter A) is entered in the commercial register, and subject to the condition that the Annual General Meeting of May 13, 2026, adopts a positive resolution on the proposed resolution set out above under letter A).

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, which 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/2026/>

**12. Resolution on the creation of a new authorized capital (authorized capital 2026/II) plus authorization to disapply pre-emption rights by amending article 4 (3) of the Statutes and revocation of the existing authorized capital (authorized capital 2025/I) pursuant to article 4 (3) of the Statutes**

The Annual General Meeting of May 8, 2025 authorized the Board of Management under agenda item 11, by way of an amendment to article 4 (3) of the Statutes, to increase the Company's share capital, with the consent of the Supervisory Board, on one or more occasions in partial amounts by up to a total of €71,046,097.92 by issuing up to 27,752,382 new no-par-value bearer shares until May 7, 2030 (authorized capital 2025/I); this corresponded to approximately 20 % of the Company's share capital existing at the time the Annual General Meeting of May 8, 2025 was convened.

By utilizing this authorization granted on May 8, 2025, the Company issued a total of 13,876,191 new no-par-value bearer shares against cash capital contributions in September 2025 and thereby increased the share capital by €35,523,048.96. As a result, the Company's share capital increased by (rounded) 10 % to the current share capital amount of €390,753,548.80, divided into 152,638,105 no-par-value bearer shares. Following this partial utilization, authorized capital 2025/I still amounts to €35,523,048.96, which corresponds to approximately 9.09 % of the existing share capital.

The pre-emption right with respect to the 13,876,191 new no-par-value bearer shares was disapplied by way of a so-called “simplified disapplication of pre-emption rights” within the meaning of section 186 (3) sentence 4 AktG. The authorization adopted on May 8, 2025 by amending article 4 (3) of the Statutes provided that the Board of Management be authorized, with the consent of the Supervisory Board, to disapply the pre-emption right with respect to new shares if the new shares are issued against cash capital contributions, the issue price of the new shares does not fall significantly below the stock exchange price of the Company’s already listed shares at the time the issue price is finally determined, and the total number of shares issued against cash contributions with the disapplication of pre-emption rights does not exceed 10 % of the share capital. These conditions were met, and the 13,876,191 new no-par-value bearer shares were issued by way of a private placement. The Company used the resulting net issue proceeds to finance the acquisition of another company in order to further pursue the successful implementation of the transformation strategy of DEUTZ AG.

The Board of Management has prepared a report to the Annual General Meeting on May 13, 2026, on the utilization of the authorized capital pursuant to article 4 (3) of the Statutes (authorized capital 2025/I) through the issue in September 2025 of 13,876,191 new shares with disapplication of pre-emption rights against cash capital contributions, which, from the time the Annual General Meeting is convened, is available on the Internet at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

As pre-emption rights were disapplied in September 2025 in connection with the private placement of the 13,876,191 new no-par-value bearer shares, the possibilities for disapplying pre-emption rights provided for in article 4 (3) of the Statutes with respect to authorized capital 2025/I have now been fully exhausted, which restricts the Company’s future flexibility to raise capital. This is because both the existing authorized capital 2023/I pursuant to article 4 (2) of the Statutes and the new authorized capital 2026/I proposed to be created under agenda item 11 of this agenda provide for the disapplication of pre-emption rights only for fractional amounts. Moreover, due to the provisions regarding the attribution of disapplication of pre-emption rights contained in the existing authorization pursuant to article 4 (2) of the Statutes, the possibilities for disapplying pre-emption rights are no longer usable overall, as the possibilities for disapplying pre-emption rights have been fully utilized as a result of the capital increase carried out in September 2025 on the basis of the existing attribution rules.

To the extent that the Annual General Meeting of May 8, 2025 under agenda item 12 also granted authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights and simultaneously created conditional capital (conditional capital 2025), the possibilities for disapplying pre-emption rights provided for there are likewise no longer

usable due to the existing attribution provisions regarding disapplications of pre-emption rights, as the disapplication of pre-emption rights in connection with the capital increase carried out in September 2025 from authorized capital 2025/I pursuant to article 4 (3) of the Statutes must also be counted toward that authorization.

To give the Company continued flexibility to cover any future funding requirement within the statutory scope, a new authorized capital in the amount of €78,150,709.76 (authorized capital 2026/I) is to be created with the possibility of disapplying pre-emption rights in an amount of up to 10 % of the share capital. The aforementioned euro amount of authorized capital 2026/II corresponds to 20 % of the Company's share capital existing at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). Overall, the authorization to issue new shares within the framework of authorized capital 2026/II is to be limited to up to 30,527,621 new no-par-value bearer shares, which corresponds (rounded) to 20 % of the shares issued at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger).

As already explained under agenda item 11 of this notice convening the meeting, the nominal amount of authorized capital may not exceed one-half of the share capital existing at the time the authorization is granted (section 202 (3) AktG). As likewise already explained under agenda item 11 of this notice convening the meeting, on the basis of both authorizations, i.e., pursuant to the new authorized capital 2026/I under article 4 (2) of the Statutes, as provided for under agenda item 11 of this notice convening the meeting, and the new authorized capital 2026/II under article 4 (3) of the Statutes, authorized capital would then exist in an amount of up to a maximum of 40 % of the Company's share capital existing at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). Accordingly, the requested authorizations, including when taken together, remain well below the statutory maximum limit.

The total number of shares to be issued under the new authorization pursuant to article 4 (3) of the Statutes is therefore also to remain limited in the future to a total amount not exceeding 40 % of the share capital, whereby, consistent with the provisions governing authorized capital 2025/I, reciprocal attributions between the various authorized capital authorizations are provided for (including the attribution of the sale or use of treasury shares). The relevant basis for the aforementioned limit of 40 % of the share capital is the Company's share capital at the time the new authorization relating to authorized capital 2026/II becomes effective or – if this amount is lower – at the time the new authorization is exercised.

In addition to the possibility of providing for an indirect pre-emption right, authorized capital 2026/II should, like the previous authorized capital 2025/I approved on May 8, 2025, provide the usual possibilities for disapplication of pre-emption rights. The total number of shares to be

issued under this new authorization with the disapplication of pre-emption rights (whether against cash capital contributions or non-cash capital contributions) is again not to exceed in total 10 % of the share capital (in particular, this limitation on the disapplication of pre-emption rights to 10 % of the share capital also applies to the so-called simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG, for which the law now provides a maximum limit of 20 % of the share capital). In this respect, the existing reciprocal attributions between the various reserve capital authorizations are again to apply, so that even after the Annual General Meeting of May 13, 2026 pre-emption rights to shares or to conversion or option rights for shares could be disappplied only up to a total amount of 10 % of the share capital. Treasury shares that the Company has repurchased and subsequently sells or uses with the disapplication of pre-emption rights are likewise to be counted toward this 10 % limit. The aforementioned limit of 10 % 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 2026/II in respect of total volume and possible disapplications of pre-emption rights should thus correspond to those of the current and utilized authorized capital 2025/I, approved on May 8, 2025. As was already the case with authorized capital 2023/I, the term of the authorization is to correspond to the statutory maximum period of five years, calculated from the date of the Annual General Meeting on May 13, 2026.

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

**A)** The existing authorized capital 2025/I in article 4 (3) of the Statutes shall be revoked and a new authorized capital in the amount of €78,150,709.76 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 shall be authorized, with the consent of the Supervisory Board, to increase the Company’s share capital until May 12, 2031 on one or more occasions in partial amounts by up to a total of €78,150,709.76 (in words: seventy-eight million one hundred and fifty thousand seven hundred and nine euros and seventy-six cents) against cash capital contributions and/or non-cash capital contributions by issuing up to 30,527,621 (in words: thirty million five hundred and twenty-seven thousand six hundred and twenty-one) new no-par-value bearer shares (“**authorized capital 2026/II**”). The issuance of new shares on the basis of this authorization is permissible only insofar as, taking into account the following*

*provisions regarding the attribution of additional shares, the notional proportion of the new shares does not exceed a total of 40 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 40 % limit: (i) shares that were or are newly issued before or simultaneously with the issuance of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares; (ii) treasury shares that were or are sold before or simultaneously with the issuance of shares under this authorization during the term of this authorization; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the issuance of shares under this authorization.*

*As a matter of principle, the new shares are to be offered to the shareholders for subscription. Pursuant to section 186 (5) AktG, the new shares may also be underwritten by credit institutions, investment firms, or companies operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription (indirect pre-emption rights).*

*However, the Board of Management is authorized, with the consent of the Supervisory Board, to disapply the shareholders' pre-emption rights*

*a) to the extent necessary to account for fractional amounts resulting from the subscription ratio;*

*b) in the case of capital increases against non-cash capital contributions, in particular (i) to grant shares in connection with business combinations or in connection with the acquisition of companies, parts of companies or interests in companies, including the increase of existing shareholdings, or of other assets eligible as non-cash capital contributions in connection with such acquisition transactions, including claims against the Company, (ii) to acquire other assets or claims to acquire assets, and (iii) in connection with the implementation of a so-called scrip dividend, in which shareholders are offered the option of contributing their dividend entitlement (in whole or in part) as a non-cash capital contribution in exchange for the granting of new shares from authorized capital 2026/II;*

*c) in the case of cash capital contributions if the issue price of the shares does not fall significantly below the stock exchange price of the Company's shares already listed at the time the issue price is finally determined. The total number of shares issued against cash capital contributions with the disapplication of pre-emption rights pursuant to this subparagraph (c) may not exceed 10 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 10 % limit: (i) shares that were or are newly issued before or simultaneously with the issuance of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares with the disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG; (ii) treasury shares that were or are sold before or simultaneously with the issuance of shares under this authorization during the term of this authorization with the disapplication of pre-emption rights in direct or corresponding application of section 186 (3) sentence 4 AktG; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the issuance of shares under this authorization in direct or corresponding application of section 186 (3) sentence 4 AktG with the disapplication of pre-emption rights;*

*d) to the extent necessary to grant to holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations arising from warrant-linked bonds and/or convertible bonds and/or profit participation rights issued by the Company or by companies in which the Company holds a direct or indirect majority interest an exchange or pre-emption right to new shares to the extent to which they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.*

*The total number of shares issued with the disapplication of pre-emption rights under the foregoing authorizations may not exceed in total 10 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 10 % limit: (i) shares*

*that were or are newly issued before or simultaneously with the issuance of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares with the disapplication of pre-emption rights; (ii) treasury shares that were or are sold before or simultaneously with the issuance of shares under this authorization during the term of this authorization with the disapplication of pre-emption rights; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the issuance of shares under this authorization with the disapplication of pre-emption rights.*

*The Board of Management shall be further authorized, with the consent of the Supervisory Board, to determine the further content of the share rights and the terms and conditions of the share issue for the implementation of capital increases from authorized capital 2026/II.*

*The Supervisory Board shall be authorized to amend the wording of the Statutes following the full or partial implementation of the increase of the share capital through the exercise of authorized capital 2026/II, as well as after the expiration of the authorization period.”*

**B)** The revocation of the existing authorized capital 2025/I in article 4 (3) of the Statutes shall apply only in the event that, at the same time, the authorized capital 2026/I in the amount of €78,150,709.76 pursuant to the new version of article 4 (3) of the Statutes to be resolved by the Annual General Meeting on May 13, 2026, is entered in the commercial register, and subject to the condition that the Annual General Meeting of May 13, 2026, adopts a positive resolution on the proposed resolution set out above under letter A).

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, which 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/2026/>

**13. Resolution on the revocation of the existing authorization and the granting of a new authorization to issue convertible bonds and/or warrant-linked bonds, including authorization to disapply pre-emption rights, and on the revocation of the existing conditional capital and the creation of new conditional capital, including an amendment to article 4 (4) of the Statutes**

The Annual General Meeting of May 8, 2025 authorized the Board of Management under agenda item 12, with the consent of the Supervisory Board, until May 7, 2030 to issue on one or more occasions bearer and/or registered convertible bonds or warrant-linked bonds in a total nominal amount of up to €125,000,000 and to grant to the holders or creditors of such bonds conversion rights or option rights to new no-par-value bearer shares of the Company representing a proportionate amount of the share capital of up to €71,046,097.92 (this corresponded to approximately 20 % of the Company's share capital existing at the time the Annual General Meeting of May 8, 2025 was convened in the Federal Gazette (Bundesanzeiger)), in accordance with the detailed terms and conditions of these bonds.

The authorization granted on May 8, 2025 also provides that the shareholders' pre-emption rights with respect to convertible bonds or warrant-linked bonds may be disapplied in certain cases. The total number of shares issued upon convertible bonds or warrant-linked bonds with the disapplication of pre-emption rights under this authorization may not exceed in total 10 % of the share capital. Shares that were or are issued or sold with the disapplication of pre-emption rights on the basis of another authorization during the term of the authorization granted on May 8, 2025 before or simultaneously with such issuance shall be counted toward this 10 % limit.

No use has been made to date of the authorization granted on May 8, 2025 to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights, and no use will be made of it until the Annual General Meeting on May 13, 2026.

Also on May 8, 2025, the Annual General Meeting resolved to create "**conditional capital 2025**" and to adopt a corresponding amendment to article 4 (4) of the Statutes.

However, the authorization to disapply pre-emption rights with respect to convertible bonds or warrant-linked bonds has currently been exhausted and is therefore no longer usable as a result of the utilization of authorized capital 2025/I with the disapplication of pre-emption rights in connection with the capital increase carried out in September 2025 and the corresponding attribution to the other authorized capital authorizations, as the Company, by utilizing authorized capital 2025/I pursuant to article 4 (3) of the Statutes, issued 13,876,191 new no-par-value bearer shares with the disapplication of pre-emption rights by way of a private

placement in September 2025. As a result, the Company's share capital increased by 10 % to €390,753,548.80, divided into 152,638,105 no-par-value bearer shares (for further details regarding the issuance of the 13,876,191 new no-par-value bearer shares with the disapplication of pre-emption rights, please refer to the explanations under agenda items 11 and 12 of this notice convening the meeting).

In order to be able in the future to act flexibly to cover any financing needs of the Company, and therefore also with the possibility of disapplying pre-emption rights, a new authorization to issue convertible bonds and/or warrant-linked bonds is to be granted under revocation of the existing authorization, combined with the possibility of granting to the holders or creditors of such bonds conversion rights or option rights to new no-par-value bearer shares of the Company representing a proportionate amount of the share capital of up to €78,150,709.76. In order to secure the conversion or option rights, the share capital is to be conditionally increased by up to €78,150,709.76 (conditional capital 2026). The aforementioned euro amount of conditional capital 2026 corresponds to 20 % of the Company's share capital existing at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger). In total, up to 30,527,621 new no-par-value bearer shares may be issued from conditional capital 2026, which corresponds to 20 % of the shares issued at the time the Annual General Meeting is convened in the Federal Gazette (Bundesanzeiger).

The total number of shares to be issued upon convertible bonds and/or warrant-linked bonds issued under this new authorization is again not to exceed in total 40 % of the share capital, whereby the existing reciprocal attributions between the various authorized capital authorizations are again to apply (including the attribution of the sale or use of treasury shares). The aforementioned limit of 40 % 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, customary possibilities for disapplying pre-emption rights are to be provided, as was also the case in the authorization granted on May 8, 2025 to issue convertible bonds and/or warrant-linked bonds. However, the total number of shares to be granted upon convertible bonds and/or warrant-linked bonds issued with the disapplication of pre-emption rights is again not to exceed in total 10 % of the share capital (in particular, this limitation on the disapplication of pre-emption rights to 10 % of the share capital also applies to the so-called simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG, for which the law now provides a maximum limit of 20 % of the share capital), whereby the existing reciprocal attributions between the various authorized capital authorizations are again to apply. Treasury shares that the Company has

repurchased and subsequently sells or uses with the disapplication of pre-emption rights are likewise to be counted toward this 10 % limit. The aforementioned limit of 10 % 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 limitations for the shares to be issued upon conversion or exercise of options under the new authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights to be resolved on May 13, 2026 are therefore intended to correspond to, and restore, those of the authorization to issue convertible bonds and/or warrant-linked bonds and to disapply pre-emption rights previously resolved on May 8, 2025. These volume limitations are not intended to be increased, in particular.

The revocation of the existing conditional capital 2025 and the creation of a new conditional capital 2026 are also to be approved on May 13, 2026.

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

**A. Revocation 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 May 8, 2025 under agenda item 12, as well as the conditional capital 2025 resolved by the Annual General Meeting on May 8, 2025 pursuant to article 4 (4) of the Statutes, shall be revoked in full with effect from the time of the entry in the commercial register of the conditional capital 2026 (including the amendment to the Statutes) to be resolved under letters C. and D. below and subject to the condition that the Annual General Meeting of May 13, 2026 adopts a positive resolution on the proposals set out under 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 shall be authorized, with the consent of the Supervisory Board, until May 12, 2031 to issue on one or more occasions bearer and/or registered convertible bonds or warrant-linked bonds (together the “bonds”) in a total nominal amount of up to €150,000,000, with or without a maturity limit, and to grant to the holders or creditors of such bonds conversion rights or option rights to new no-par-value bearer shares of the Company representing a

proportionate amount of the share capital of up to €78,150,709.76 in accordance with the detailed terms and conditions of such bonds.

Bonds may be issued in return for cash capital contributions and/or non-cash capital contributions. The bond issues may be denominated in euros or in any other legal tender of an OECD member state. For the purposes of the total nominal amount limit under this authorization, where bonds are issued in foreign currencies the nominal amount of the bonds shall be converted into euros on the day the decision to issue them is taken, using the ECB reference rate.

The bonds shall be divided into partial bonds. The bonds may be issued on one or more occasions, in whole or in part, and also simultaneously in different tranches. All partial bonds of a given tranche shall carry identical rights and obligations.

#### **b. Option and/or conversion obligation**

The bond or option terms may also provide for a conditional or unconditional obligation to convert or to exercise options at the end of the term or at an earlier point in time or upon the occurrence of a specified event. The terms and conditions of convertible bonds may authorize the Company to settle, in whole or in part in cash, any difference between the nominal amount or a possibly lower issue amount of the convertible bond and the product of the conversion price and the conversion ratio.

#### **c. Capital limit**

The establishment of conversion and/or option rights or obligations on the basis of this authorization is permissible only to the extent that, taking into account the following provisions regarding the attribution of additional shares, conversion and/or option rights or obligations relating to shares representing a maximum of 40 % of the share capital are established in total on a notional basis. This limit shall be 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 following shares shall be counted toward the aforementioned 40 % limit: (i) shares that were or are newly issued before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization during the term of this authorization on the basis of other authorizations to issue shares; (ii) treasury shares that were or are sold before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization during the term of this authorization; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an

option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization.

#### d. Issuance by subsidiaries

Bonds may also be issued by a dependent Group company of the Company within the meaning of section 18 AktG (“**subsidiary**”). Where the bonds are issued by a subsidiary, the Board of Management is authorized, with the consent of the Supervisory Board, to assume the guarantee for the bonds in the name of the Company and to grant or impose conversion rights or option rights or obligations with respect to shares of the Company on the holders of convertible bonds or the holders of warrant-linked bonds.

#### e. Convertible bonds and warrant-linked bonds

In the event that convertible bonds are issued, the respective holders or creditors shall have the right or obligation, in accordance with the terms and conditions to be determined by the Board of Management, to convert them into no-par-value bearer shares of the Company. The conversion ratio is to be determined by dividing the nominal amount or an issue amount of a convertible bond that is below the nominal amount by the specified conversion price for one no-par-value bearer share of the Company. The conversion ratio may be rounded up or down to a whole number of shares; a cash payment may also be stipulated. In addition, provision may be made for fractional amounts to be aggregated and/or settled in cash. The terms may also provide for a variable conversion ratio. The proportionate amount of share capital represented by the shares to be issued upon conversion may not exceed the nominal amount of the partial bond.

In the event that warrant-linked bonds are issued, one or more warrants shall be attached to each partial bond, entitling or obligating the holder or creditor, in accordance with the relevant terms and conditions, to subscribe for no-par-value bearer shares of the Company. The warrant terms may provide that payment of the option price may also be made by transferring warrant-linked bonds (in lieu of payment) and, where applicable, an additional cash payment. The proportionate amount of the share capital represented by the shares of the Company to be subscribed for per partial bond may not exceed the nominal amount of the partial bond. The conversion ratio may be rounded to a whole-number option ratio. In addition, provision may be

made for fractional amounts to be aggregated and/or settled in cash. The warrants concerned may be detachable from the respective partial bonds.

#### f. Conversion and option price

The conversion or option price per share applicable at the time of issuance may not, except in cases involving a conversion or option obligation, fall below 80 % of the price of the shares of DEUTZ AG in Xetra trading (or a comparable successor system). The relevant basis for this is the average volume-weighted closing price over the ten trading days preceding the final decision of the Board of Management regarding the issuance of the bonds or the declaration by the Company accepting subscription offers following a public invitation to submit such offers. If the shareholders' pre-emption rights are not disapplied, the price during the trading days of the subscription period may instead be used (excluding those days of the subscription period required to announce the conversion/option price in due time pursuant to section 186 (2) AktG).

In the case of bonds with a conversion or option obligation or with a right of the issuer to require delivery of shares, the conversion or option price may correspond at minimum either to the minimum price mentioned above or to the average volume-weighted price of the Company's share on at least three trading days in Xetra trading (or a comparable successor system) immediately preceding the determination of the conversion/option price in accordance with the relevant terms and conditions, including if that average price and the resulting conversion or option price fall below the aforementioned minimum price (80 %).

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

#### g. Pre-emption rights

Shareholders shall in principle have pre-emption rights. The bonds may also be underwritten by credit institutions, investment firms, or companies operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription (indirect pre-emption rights). However, the Board of Management shall be authorized, with the consent of the Supervisory Board, to disapply pre-emption rights:

- to the extent necessary to account for fractional amounts resulting from the subscription ratio;
- where convertible bonds and/or warrant-linked bonds are issued against cash consideration and the issue price does not fall significantly below the theoretical market

value of the convertible bonds or warrant-linked bonds determined in accordance with recognized financial mathematical methods;

- where the bonds are issued against non-cash capital contributions or payments, in particular in connection with business combinations or for the (including indirect) acquisition of companies, operations, parts of companies, interests in companies or other assets or claims to acquire assets, including claims against the Company or its subsidiaries;
- to the extent necessary to grant to holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations arising from warrant-linked bonds and/or convertible bonds and/or profit participation rights issued by the Company or by companies in which the Company holds a direct or indirect majority interest an exchange or pre-emption right to new shares to the extent to which they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.

Any issuance of bonds with the disapplication of pre-emption rights under this authorization may occur only if the notional proportion of the share capital represented by the total number of new shares to be issued upon such bonds or upon the conversion and/or option rights or obligations established thereby does not exceed 10 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 10 % limit: (i) shares that were or are newly issued before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization during the term of this authorization on the basis of other authorizations to issue shares with the disapplication of pre-emption rights; (ii) treasury shares that were or are sold before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization during the term of this authorization with the disapplication of pre-emption rights; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the establishment of conversion and/or option rights or obligations pursuant to this authorization with the disapplication of pre-emption rights.

#### **h. Further structuring possibilities**

The terms and conditions may provide that, in the event of conversion or exercise of options, or upon fulfillment of option or conversion obligations, or for the purposes of delivery, treasury shares or shares from the Company's authorized capital may be delivered. Furthermore, provision may be made for the Company, in the event of conversion or exercise of options or upon fulfillment of option or conversion obligations, not to grant shares of the Company to the holders of such rights but instead to pay the equivalent value in cash (which, for the number of shares that would otherwise have been delivered, corresponds to the volume-weighted average closing price of the Company's no-par-value shares in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) during a period to be specified in the bond terms) or to grant listed shares of another company.

The terms and conditions may also provide for the right of the Company, upon maturity of the bonds, to grant to the holders of the bonds, in whole or in part, shares of the Company or listed shares of another company instead of paying the amount due in cash (issuer's right to deliver shares).

#### **i. Anti-dilution protection**

The option or conversion price may be reduced in accordance with the detailed provisions of the bond terms if the Company carries out a capital increase from company funds during the option or conversion period. An adjustment may also be provided if the Company increases its share capital while granting pre-emption rights, sells or uses treasury shares, or issues, grants, or guarantees further bonds with option or conversion rights or obligations while granting 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 shareholders after exercising the option or conversion right or after fulfilling the option or conversion obligation. The reduction of the option or conversion price may also be effected through a cash payment upon exercise of the option or conversion right or upon fulfillment of an option or conversion obligation. The terms and conditions may furthermore provide for an adjustment of the option or conversion rights or the option or conversion obligations in the event of a capital reduction or other measures or events associated with an economic dilution of the value of the option rights or conversion rights or option or conversion obligations (e.g., dividends, demergers, acquisition of control by third parties). Section 9 (1) AktG remains unaffected.

#### j. Authorization to implement

The Board of Management is authorized, with the consent of the Supervisory Board, to determine the further details of the issuance and terms of the bonds, in particular the interest rate, issue price, term and denomination, anti-dilution provisions, provisions regarding termination by the holder of a bond, option or conversion period, as well as, within the aforementioned framework, the conversion or option price, or to determine these in agreement with the governing bodies of the Company's subsidiary issuing the bonds. The authorization also includes the possibility of assuming the necessary guarantees for bonds issued by subsidiaries of the Company and making further declarations and taking actions required for a successful issuance.

#### C. Creation of conditional capital

The share capital shall be conditionally increased by up to €78,150,709.76 through the issuance of up to 30,527,621 new no-par-value bearer shares ("**conditional capital 2026**"). The conditional capital increase serves to grant shares to the holders of convertible bonds or warrants from warrant-linked bonds issued by the Company or a subsidiary on the basis of the authorization granted to the Board of Management by the Annual General Meeting on May 13, 2026 until May 12, 2031, in accordance with the respective bond terms and conditions. The conditional capital increase shall be implemented only to the extent that holders of convertible bonds or warrants from warrant-linked bonds issued by the Company or a subsidiary on the basis of the authorization of the Board of Management pursuant to letter B. above until May 12, 2031 exercise their conversion or option rights, fulfill their conversion or option obligations, and to the extent that other forms of settlement are not used. The new shares shall be issued at the conversion or option prices to be determined in the bond terms or option terms in accordance with the aforementioned authorization resolution. The newly issued shares shall carry dividend rights from the beginning of the financial year in which they are created. The Board of Management is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

#### D. Amendment to the Statutes

Article 4 (4) of the Statutes of the Company shall be reworded as follows:

*"(4) The share capital shall be conditionally increased by up to €78,150,709.76 through the issuance of up to 30,527,621 new shares. The conditional capital increase shall be implemented only to the extent that holders of convertible bonds*

*or warrants from warrant-linked bonds issued by the Company or by a subsidiary on the basis of the authorization granted to the Board of Management by the Annual General Meeting of May 13, 2026 until May 12, 2031 exercise their conversion or option rights or, to the extent that they are obliged to convert or exercise options, fulfill their obligation to convert or exercise options, and to the extent that other forms of settlement are not used. The new shares shall be issued at the conversion or option prices to be determined in the bond terms or option terms in accordance with the aforementioned authorization resolution ("**conditional capital 2026**"). The shares issued on the basis of this provision shall carry dividend rights from the beginning of the financial year in which they are created. The Board of Management shall be authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of 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 respective utilization of conditional capital 2026. The same shall apply in the event that the authorization to issue convertible bonds and/or warrant-linked bonds is not exercised after the expiration of the authorization period, as well as in the event that conditional capital 2026 is not utilized or not fully utilized after the expiration of all conversion or option periods.

The Board of Management has prepared 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, which from the date of the convening of the Annual General Meeting and also during the Annual General Meeting is available at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

#### **14. Resolution on the authorization to acquire and use treasury shares pursuant to section 71 (1) no. 8 AktG, including authorization to disapply tender rights and pre-emption rights and to cancel treasury shares, as well as on the revocation of the existing authorization**

The Company currently has an authorization to acquire and use treasury shares that was granted by the Annual General Meeting of April 27, 2023 under agenda item 14. This authorization is limited until April 26, 2028 and provides for various possibilities for the use of

acquired treasury shares. However, the authorization does not provide for the possibility of selling acquired treasury shares in exchange for non-cash payments, in particular in connection with the acquisition of companies. The Board of Management and the Supervisory Board take the view that an authorization to acquire and use treasury shares continues to be a useful and important instrument for expanding the Company's options in the course of the successful implementation of its strategy, enabling it to respond flexibly to developments in the capital markets and financing needs. The Board of Management and the Supervisory Board therefore believe that such authorization should now also include the possibility of selling acquired treasury shares in exchange for non-cash payments, in particular, to create the possibility of offering them to third parties for the purpose of the (including indirect) acquisition of companies, parts of companies, or interests in other companies.

The authorization to acquire and use treasury shares currently in place, which was resolved by the Annual General Meeting on April 27, 2023 under agenda item 14 and is limited until April 26, 2028, is therefore to be revoked and replaced by a new authorization to acquire treasury shares. Like the existing authorization, the new authorization is to be granted with a term of five years and, in addition to the existing authorization, is to provide for the possibility of selling acquired treasury shares in exchange for non-cash payments. The new authorization is also to provide that the sale of treasury shares repurchased on the basis of this authorization is permissible only insofar as, taking into account the attribution of additional shares, the notional proportion of the treasury shares sold does not exceed in total 40 % of the share capital. This provision, which was not yet included in the authorization to acquire and use treasury shares resolved by the Annual General Meeting on April 27, 2023, has the effect that, on the basis of the authorizations to be resolved under agenda items 11, 12 and 13 concerning authorized capital 2026/I, authorized capital 2026/II and conditional capital 2026, together with the authorization to be resolved under this agenda item 14, a maximum total number of shares may be issued and/or sold corresponding to a notional proportion of no more than 40 % of the share capital.

Insofar as treasury shares are sold with the disapplication of pre-emption rights, the new authorization will in particular again provide that the total number of treasury shares sold or used with the disapplication of pre-emption rights may not exceed in total 10 % of the share capital, taking into account all issuances of shares from existing authorized capital authorizations with the disapplication of pre-emption rights. 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 % limit are 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 shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations insofar 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.

As was already the case with the authorization resolved by the Annual General Meeting on April 27, 2023, the term of the authorization is to correspond to the statutory maximum period of five years, calculated from the date of the Annual General Meeting on May 13, 2026.

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

**a. Revocation of the existing authorization to acquire treasury shares pursuant to section 71 (1) no. 8 AktG and to exclude tender rights**

The authorization currently in place to acquire and use treasury shares, which was resolved by the Annual General Meeting on April 27, 2023 under agenda item 14 and is limited until April 26, 2028, shall be revoked with effect from the entry into force of the new authorization set out below.

**b. Authorization to acquire treasury shares pursuant to section 71 (1) no. 8 AktG and to exclude tender rights**

The Board of Management shall be authorized, with the consent of the Supervisory Board, until May 12, 2031 to acquire treasury shares representing up to a total of 10 % of the Company's share capital existing at the time the resolution is adopted or – if this amount is lower – at the time the authorization is exercised. The shares acquired on the basis of this authorization, together with other shares of the Company that the Company has already acquired and still holds or that are attributable to it pursuant to sections 71a et seq. AktG, may at no time account for more than 10 % of the respective share capital. The authorization may not be used for the purpose of trading in treasury shares.

**c. Modalities of acquisition**

The acquisition may be carried out (i) on the stock exchange or (ii) by means of a public purchase offer or a public invitation to shareholders to submit offers to sell shares.

- (i) In the case of an acquisition of treasury shares on the stock exchange, the purchase price per share (excluding ancillary acquisition costs) may not exceed or fall below by more than 10 % the average (arithmetic mean) of the closing prices of the share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the commitment to acquire the shares.
- (ii) If the acquisition is made by means of a public purchase offer or a public invitation to submit offers to sell shares, the purchase price or the limits of the purchase price range per share (excluding ancillary acquisition costs) may not exceed or fall below by more than 10 % the average (arithmetic mean) of the closing prices of the share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the day of publication of the purchase offer or the public invitation to submit an offer to sell shares. If, after publication of the purchase offer or the invitation to submit offers to sell shares, significant deviations arise between the stock exchange price and the purchase price or the limits of the specified purchase price range, the offer or the invitation to submit offers to sell shares may be adjusted. In this case, the average (arithmetic mean) of the closing prices of the share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the publication of the adjustment shall be used. If the number of shares tendered or offered for purchase (in the case of equivalent offers) exceeds the available repurchase volume, the acquisition or acceptance shall be carried out with a corresponding partial exclusion of shareholders' tender rights in proportion to the number of shares offered in each case. Preferential acceptance of small numbers of shares offered for purchase of up to 100 shares per shareholder may be provided for, subject to a corresponding partial exclusion of the tender rights of the other shareholders. In addition, rounding in accordance with commercial principles may be provided for in order to avoid fractional shares.

#### d. Use of treasury shares

The Board of Management is authorized, with the consent of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization as follows:

- (i) The acquired treasury shares may be sold on the stock exchange or by means of a public offer to all shareholders in compliance with the principle of equal treatment (section 53a AktG).

- (ii) The acquired treasury shares may also be sold otherwise than on the stock exchange or by means of a public offer to all shareholders if they are sold for cash at a price that does not fall significantly below the average (arithmetic mean) of the closing prices of the share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the commitment to sell.
- (iii) The acquired treasury shares may be sold against non-cash payments, in particular in order to offer them to third parties for the purpose of the (including indirect) acquisition of companies, parts of companies, interests in other companies or other assets or claims to acquire assets.
- (iv) The acquired treasury shares may be cancelled without such cancellation or its implementation requiring a further resolution of the Annual General Meeting. The cancellation of no-par-value shares shall take place either with or without a capital reduction. If the cancellation of no-par-value shares takes place without a capital reduction, the proportion of the remaining shares in the share capital shall increase in accordance with section 8 (3) AktG. In this case, the Board of Management alone is further authorized to amend the provision in the Statutes regarding the number of shares of the Company (section 237 (3) no. 3 AktG).

#### e. Disapplication of pre-emption rights

Shareholders' pre-emption rights to the Company's treasury shares shall be disappplied insofar as these shares are used in accordance with the authorizations in letter d) ii. and iii. The total number of shares issued with the disapplication of pre-emption rights pursuant to letter d) ii. and iii. may not exceed in total 10 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 10 % limit: (i) shares that were or are newly issued before or simultaneously with the sale of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares with the disapplication of pre-emption rights; (ii) treasury shares that were or are sold before or simultaneously with the sale of shares under this authorization during the term of this authorization with the disapplication of pre-emption rights; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before

or simultaneously with the sale of shares under this authorization with the disapplication of pre-emption rights.

#### **f. Limit on disposals**

The sale of treasury shares repurchased pursuant to this authorization in accordance with the authorizations in letter d) i. to iii. shall be permissible only to the extent that, taking into account the following provisions regarding the attribution of additional shares, the notional proportion of treasury shares sold does not exceed in total 40 % of the share capital. This limit shall be 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 following shares shall be counted toward the aforementioned 40 % limit: (i) shares that were or are newly issued before or simultaneously with the sale of shares under this authorization during the term of this authorization on the basis of other authorizations to issue shares; (ii) treasury shares that were or are sold before or simultaneously with the sale of shares under this authorization during the term of this authorization; (iii) shares that are issued or are to be issued to service bonds with conversion or option rights or with an option or conversion obligation, provided that such bonds were or are issued during the term of this authorization by the Company or by a company in which the Company holds a direct or indirect majority interest on the basis of a corresponding authorization before or simultaneously with the sale of shares under this authorization. The limit on disposals pursuant to this letter f) shall apply only insofar as mandatory statutory provisions do not provide otherwise.

#### **g. Further details**

The Board of Management, with the consent of the Supervisory Board, shall determine the further details of the respective exercise of the authorization. The authorization may be exercised in whole or in partial amounts, once or several times, for one or several purposes by the Company. It may also be exercised by dependent companies or companies in which the Company holds a majority interest, or by third parties acting for their account.

The Board of Management has prepared a written report on the reasons for the proposed authorization to disapply pre-emption rights pursuant to sections 71 (1) no. 8 and 186 (4) sentence 2 AktG, which from the date of the convening of the Annual General Meeting is accessible and made available on the Internet at

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

## 15. Resolution on the approval of the remuneration system for the members of the Board of Management

Pursuant to section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Board of Management as presented by the Supervisory Board whenever the remuneration system is materially amended, and at least every four years. Most recently, the Annual General Meeting of the Company held on May 8, 2024 approved the remuneration system for the members of the Board of Management adopted by the Supervisory Board for the period from January 1, 2024 (hereinafter referred to as the “**Remuneration System 2024**”).

The last horizontal remuneration benchmarking analysis was conducted in 2023 in preparation for the 2024 Annual General Meeting; accordingly, a renewed review was required in accordance with this schedule. As part of this review, the Supervisory Board examined the existing payout caps in the long-term incentive (LTI), the remuneration structure and the maximum remuneration for market conformity based on selected manufacturing companies from the SDAX and MDAX equity indices. The inclusion of MDAX companies in the peer group reflects the Company’s further developed positioning in the capital markets. The analysis showed that both the payout caps for variable remuneration and the maximum remuneration were in the lower range of the comparison market.

On this basis, the Supervisory Board, in accordance with the procedures for determining, implementing and reviewing the remuneration system described in the Remuneration System 2024, resolved on March 18, 2026 to adjust the Remuneration System 2024 and thereby adopted an amended remuneration system within the meaning of section 120a (1) AktG for the members of the Board of Management (the adjusted Remuneration System 2024 is hereinafter referred to as the “**Remuneration System 2026**”).

The following key adjustments were made in the Remuneration System 2026 compared to the Remuneration System 2024:

- **Stronger weighting of long-term variable remuneration** The share of target LTI in target total remuneration is increased from previously 25 – 30 % to 30 – 35 %. In return, the share of base salary is reduced from 40 – 45 % to 35 – 40 %. By shifting from fixed to long-term, share-based remuneration, alignment with the Company’s value appreciation is strengthened.

- **Increase in the LTI payout cap** The overall payout cap for the LTI is increased from 180 % to 250 % of the target amount. The level of target achievement for the individual performance criteria – ROCE, relative TSR and sustainability targets – remains unchanged and is capped at 180 % each. The payout range between 180 % and 250 % of the target amount can only be achieved through above-average share performance during the four-year performance period. A payout above 180 % therefore requires not only significant overachievement of operational performance targets but also sustainable value creation for shareholders. The share-based nature of the LTI is thus strengthened in both directions.
- **Increase in maximum remuneration** The maximum remuneration pursuant to section 87a (1) sentence 2 no. 1 AktG is increased to €5,500,000 for the Chair of the Board of Management (CEO) and to €3,500,000 for each of the ordinary members of the Board of Management. This adjustment reflects the increased comparability with MDAX companies and incorporates both the higher LTI payout cap and the increased share of long-term variable remuneration in target total remuneration.

The Remuneration System 2026 is to be implemented in the current service agreements of the members of the Board of Management with effect from January 1, 2026, as it relates in significant part to variable remuneration and a uniform calculation period therefore appears appropriate.

The Remuneration System 2026, including detailed explanations of the adjustments made, has been available from the date of convening of the Annual General Meeting and is also available during the Annual General Meeting at:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

The Supervisory Board proposes that the Remuneration System 2026 for the members of the Board of Management, as resolved by the Supervisory Board, be approved.

**II. Supplementary information on agenda item 5 (in particular curricula vitae of the candidates nominated for election to the Supervisory Board)**

<b>First name(s), surname:</b>	<b>Patricia Geibel-Conrad</b>
<b>Profession:</b>	Certified Public Accountant in private practice, management consultant
<b>Personal details</b>	
Place of residence:	Hamburg
Date of birth:	January 15, 1962
Place of birth:	Frankfurt am Main
Nationality:	German
Gender:	Female
<b>Education:</b>	Studies in Business Administration at Johann Wolfgang Goethe University in Frankfurt am Main and the University of Hohenheim/Stuttgart, Degree: Diploma in Economics – Business Administration
<b>Professional career:</b>	<p><b>1987 – 1994</b></p> <p>Audit Assistant/Senior Consultant at Dr. Lipfert GmbH, Wirtschaftsprüfungsgesellschaft/Steuerberatungsgesellschaft, Stuttgart</p> <p><b>1991</b></p> <p>Tax Advisor examination</p> <p><b>1994</b></p> <p>Certified Public Auditor examination</p> <p><b>1995 – 1998</b></p> <p>Management consulting in private practice in cooperation with KPMG, Wirtschaftsprüfungsgesellschaft, Buenos Aires, Argentina</p> <p><b>1998 – 2001</b></p> <p>Residence abroad, Mexico City, Mexico</p> <p><b>2001 – 2015</b></p> <p>Engagement Leader/Authorized Signatory in the Audit &amp; Assurance division at PricewaterhouseCoopers AG, auditing firm, Stuttgart</p> <p><b>2015 – 2022</b></p> <p>Member of the Supervisory Board and of the Audit Committee of HOCHTIEF Aktiengesellschaft, Essen (listed company)</p>

	<p><b>2016 – 2018</b></p> <p>Participation in the “Climate Governance Initiative” of the World Economic Forum in Davos in the development of the “Principles for Effective Climate Governance”</p> <p><b>2018 – 2023</b></p> <p>Member of the Supervisory Board, Chair of the Audit Committee and member of the Nomination Committee of CEWE Stiftung &amp; Co. KGaA, Oldenburg (listed company)</p> <p><b>2022 – 2023</b></p> <p>Deputy Chair of the Supervisory Board and Chair of the Audit Committee of NEMETSCHEK SE, Munich (listed company)</p> <p><b>Since 2015</b></p> <p>Auditing and management consulting in private practice, Hamburg</p> <p><b>Since 2020</b></p> <p>Honorary member of the Advisory Board and the Thematic Commission of the FEA – Financial Experts Association e.V., Berlin</p> <p><b>Since 2025</b></p> <p>Member of the Supervisory Board, Chair of the Audit Committee and member of the Executive Committee of MEYER-WERFT GmbH, Papenburg</p>
<p><b>Memberships on other statutory supervisory boards:</b></p>	<ul style="list-style-type: none"> <li>▪ MEYER-WERFT GmbH, Papenburg</li> </ul>
<p><b>Memberships on comparable domestic or foreign supervisory bodies of business enterprises:</b></p>	<ul style="list-style-type: none"> <li>▪ None</li> </ul>
<p><b>Independence pursuant to recommendations C.6, C.7 and C.13 of the Code:</b></p>	<p>Within the meaning of recommendations C.6 and C.7 of the Code, the candidate is independent of the Company and its Board of Management and independent of any controlling shareholder. No relationships with the Company, the governing bodies of DEUTZ AG, or a significant shareholder of DEUTZ AG exist within the meaning of recommendation C.13 of the Code.</p>
<p><b>Member of the Supervisory Board of DEUTZ AG since:</b></p>	<p>April 26, 2018</p>

<b>Other information:</b>	<ul style="list-style-type: none"> <li>▪ The candidate meets the requirements of section 100 (5) AktG regarding familiarity with the sector in which the Company operates.</li> <li>▪ The candidate possesses expertise in the areas of both financial auditing and financial accounting within the meaning of section 100 (5) AktG.</li> <li>▪ The candidate has also acquired the qualification as an auditor of sustainability reports (registration subject to the entry into force of the Corporate Sustainability Reporting Directive (CSRD)) and possesses particular ESG expertise.</li> </ul>
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<b>First name(s), surname:</b>	<b>Dr. Dietmar Voggenreiter</b>
<b>Profession:</b>	Management consultant
<b>Personal details</b>	
Place of residence:	Ingolstadt
Date of birth:	January 4, 1969
Place of birth:	Schwäbisch Hall
Nationality:	German
Gender:	Male
<b>Education:</b>	Studies in technically oriented Business Administration at Stuttgart University of Applied Sciences: Degree: Diplom-Kaufmann (technical business administration) Doctorate (Dr. rer. pol.) at the University of Stuttgart
<b>Professional career:</b>	<p><b>1997 – 1999</b> Senior Consultant at Horváth &amp; Partners GmbH, Stuttgart</p> <p><b>1999 – 2001</b> Principal and Authorized Signatory at Horváth &amp; Partners GmbH, Zürich, Switzerland; additionally, from 2000 onwards, Head of Competence Center Automotive Industries, Horváth &amp; Partners GmbH (Germany, Austria, Switzerland region)</p> <p><b>2002 – 2005</b> Head of Central Controlling at AUDI AG, Ingolstadt</p> <p><b>2005 – 2006</b> Head of Corporate Strategy at AUDI AG, Ingolstadt</p> <p><b>2007 – 2009</b> Head of China Business at AUDI AG, Ingolstadt</p>

	<p><b>2009 – 2015</b></p> <p>President AUDI CHINA Enterprise Mgmt. Co. Ltd, Beijing, PR China; and additionally General Manager China of AUDI AG, Ingolstadt, since 2013</p> <p><b>2015 – 2017</b></p> <p>Chief Marketing and Sales Officer of AUDI AG, Ingolstadt</p> <p><b>Since 2018</b></p> <p>Senior Advisor at Horváth, Automotive Competence Center, Munich</p> <p><b>Since 2025</b></p> <p>Chairman of the Administrative Board of Hahn Automobil-Holding GmbH</p>
<b>Memberships on other statutory supervisory boards:</b>	<ul style="list-style-type: none"> <li>▪ None</li> </ul>
<b>Memberships on comparable domestic or foreign supervisory bodies of business enterprises:</b>	<ul style="list-style-type: none"> <li>▪ Chairman of the Administrative Board of Hahn Automobil-Holding GmbH</li> </ul>
<b>Independence pursuant to recommendations C.6, C.7 and C.13 of the Code:</b>	<p>Within the meaning of recommendations C.6 and C.7 of the Code, the candidate is independent of the Company and its Board of Management and independent of any controlling shareholder. No relationships with the Company, the governing bodies of DEUTZ AG, or a significant shareholder of DEUTZ AG exist within the meaning of recommendation C.13 of the Code.</p>
<b>Member of the Supervisory Board of DEUTZ AG since:</b>	<p>April 30, 2019 (Chairman of the Supervisory Board since February 12, 2022)</p>
<b>Other information:</b>	<ul style="list-style-type: none"> <li>▪ The candidate meets the requirements of section 100 (5) AktG regarding familiarity with the sector in which the Company operates.</li> <li>▪ The candidate possesses expertise in the area of financial accounting within the meaning of section 100 (5) AktG.</li> </ul>

### III. 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 €390,753,548.80 and is divided into 152,638,105 no-par-value bearer shares. Each share confers one vote. All of the shares are of the same class. At the time when the Annual General Meeting is convened, the Company does not hold any treasury shares; accordingly, the total number of shares entitled to attend and vote is 152,638,105.

#### 2. 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 on the 22nd day before the Annual General Meeting, i.e. to **24:00 hours on Tuesday, April 21, 2026 ("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 Wednesday, May 6, 2026**.

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)

The registration may also be submitted together with the evidence of shareholding by intermediaries within the aforementioned deadlines to one of the above-mentioned addresses

or in ISO format 20022 (e.g., via SWIFT, using the code: CMDHDEMMXXX) to the Company. Use of SWIFT communication requires authorization via the SWIFT Relationship Management Application (RMA).

As a rule, the custodian banks handle the required registration and the transmission of evidence of shareholding for their clients. Shareholders are therefore requested to contact their respective custodian bank as early as possible and to request an admission ticket for the Annual General Meeting. As a rule, only one admission ticket for the Annual General Meeting is issued to each shareholder by the registration office.

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

The proof of entitlement reference date (as defined in section III. 2.) is the critical date regarding the number of persons with the right to attend and exercise voting rights at the Annual General Meeting. Only those who have provided evidence that they are shareholders as at the proof of entitlement reference date qualify as shareholders of the Company who can attend the 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 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.

### **4. Voting by authorized representative**

Provided that the requirements set out in section III. 3. are satisfied, shareholders may exercise their voting rights through an authorized representative – such as through an intermediary, a shareholders' association, or the Company's designated proxies.

An authorization may be granted both before and during the Annual General Meeting. The authorization may be granted either by declaration to the person to be authorized or by declaration to the Company. If a shareholder authorizes more than one person, the Company may reject one or more of them.

#### **4.1. Authorization of the Company's designated proxies**

We offer our shareholders the possibility of authorizing the Company's designated proxies to exercise their voting rights (one or more proxies will be designated by the Company).

The granting of an authorization, its revocation and the evidence of an authorization or revocation provided to the Company must be in text form.

Where proxies are authorized, they must be given instructions for the exercise of the voting rights. Without corresponding instructions, the proxies will not exercise the voting rights. For technical processing reasons, only the forms provided for this purpose should be used to grant authorization and instructions to the proxies; these forms will be sent to shareholders together with the admission ticket after receipt of the registration and proof of shareholding. A corresponding form can also be downloaded from the Company's website at:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

If, for an agenda item, an individual vote is taken instead of a single vote on the agenda item, the instruction given for that agenda item shall apply accordingly to each item of the individual vote.

Authorizations and instructions to the proxies must be received no later than **Tuesday, May 12, 2026**, 24:00 hours (midnight) at the following address:

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

The above information regarding the methods of transmission and the deadlines to be observed also apply accordingly to the revocation of an authorization granted to the proxies and to changes of instructions. On the day of the Annual General Meeting, the granting, amendment or revocation of authorizations and instructions to the proxies is also possible at the admission control of the Annual General Meeting.

If the shareholder or another person authorized by the shareholder attends the Annual General Meeting as a participant, this shall be deemed to constitute a revocation of the previously granted authorization to the proxies. During the Annual General Meeting, the participating shareholder may grant an authorization to the proxies, or a participant authorized by the shareholder may grant them a sub-authorization.

## **4.2. Authorization of other persons**

Authorizations that are not granted to an intermediary, a shareholders' association or another person treated as equivalent to intermediaries pursuant to section 135 (8) AktG must be granted in text form. For the declaration of an authorization to the Company, its revocation and the transmission of proof of a granted authorization or its revocation to the Company, the following address is available:

anmeldestelle@computershare.de

Transmission by email is possible until the end of the Annual General Meeting. A form for granting authorization to a third party will be sent together with the admission ticket and is also available at the following address:

<https://www.deutz.com/en/investor-relations/annual-general-meeting/2026/>

If intermediaries or persons treated as equivalent to them pursuant to section 135 (8) AktG (in particular shareholders' associations) are authorized, section 134 (3) AktG does not require text form, nor do the Statutes contain any special formal requirement for such cases. However, intermediaries and persons treated as equivalent to them pursuant to section 135 (8) AktG must record the authorization in a verifiable manner (section 135 (1) AktG). Special requirements may apply, which should be clarified with the respective person to be authorized. We recommend that our shareholders coordinate with such persons regarding the form of the authorization.

## **5. Requests for additions to the agenda, counter motions, nominations for election, right to request information**

### **5.1. 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. Section 70 AktG applies to the calculation of the period of share ownership. 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 Sunday, April 12, 2026**. 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/2026/>

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

## **5.2. 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](mailto: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 Tuesday, April 28, 2026**, 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/2026/>

Attention is drawn to the fact that countermotions and election nominations, even if they have been submitted to the Company in advance within the prescribed time limits, can only be put to a vote at the Annual General Meeting if they are made orally during the Annual General Meeting. The right of every shareholder to submit countermotions and election nominations during the Annual General Meeting without prior and timely submission to the Company remains unaffected.

### **5.3. Shareholder's right to information at the Annual General Meeting (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. This obligation to provide information also extends to the legal and business relations of the Company with an affiliated entity. The obligation of the Board of Management of a parent company (section 290 (1), (2) HGB) to provide information at the Annual General Meeting at which the consolidated financial statements and the Group management report are presented also extends to the position of the Group and of the companies included in the consolidated financial statements. The Board of Management may refuse to provide information for the reasons set out in section 131 (3) AktG.

## **6. Resolutions**

No resolutions will be adopted in respect of agenda item 1. The vote on agenda items 8 and 15 are advisory in nature, while the votes on the other agenda items 2 to 7 and 9 to 14 are binding in nature within the meaning of Table 3 of Commission Implementing Regulation (EU) 2018/1212.

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

## **7. Times**

Unless explicitly stated otherwise, all times given in this notice are in Central European Time (CET) or – for dates after March 29, 2026 – 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.

## **8. 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/2026/>

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

- concerning **agenda item 1**
  - 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 2025 financial year, the explanatory report 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 2025 financial year, and
  - the report of the Board of Management to the Annual General Meeting on May 13, 2026, on the utilization of the authorized capital pursuant to article 4 (3) of the Statutes (authorized capital 2025/I) through the issue of 13,876,191 new shares with disapplication of pre-emption rights against cash capital contributions in September 2025;
- concerning **agenda item 8**
  - the remuneration report for the 2025 financial year;
- concerning **agenda item 10**
  - the draft of the profit and loss transfer and control agreement to be concluded in each case between DEUTZ AG on the one hand and the respective Subsidiary (SOBEK Group GmbH, Deutz Power Systems GmbH and DEUTZ Defense Systems GmbH) on the other;
  - the annual financial statements and the management reports of DEUTZ AG for the last three financial years;
  - the consolidated financial statements and the Group management reports of DEUTZ AG for the last three financial years;
  - the annual financial statements and the management reports of each of the three listed Subsidiaries, SOBEK Group GmbH, Deutz Power Systems GmbH and DEUTZ Defense Systems GmbH, for the last three financial years, where available

(Deutz Power Systems GmbH and DEUTZ Defense Systems GmbH were only established in 2025);

- the joint reports of the Board of Management of DEUTZ AG and the management of the respective aforementioned Subsidiary on the conclusion of the respective profit and loss transfer and control agreement pursuant to section 293a AktG;
- concerning **agenda items 11 to 14**
  - the reports of the Board of Management on the reasons for the proposed authorizations to disapply pre-emption rights;
- concerning **agenda item 15**
  - the Remuneration System 2026 including an explanation of the adjustments made.

Also available on the aforementioned website are

- the disclosures pursuant to section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212 and
- further explanations regarding the rights of shareholders pursuant to section 122 (2), section 126 (1), sections 127 and 131 (1) AktG.

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

## **9. 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 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/2026/>

Cologne, April 2026

DEUTZ AG  
*The Board of Management*