



Version dated July 2024

STATUTES

of

DEUTZ Aktiengesellschaft

Cologne

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I

Miscellaneous provisions

1

Company name and registered office

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

(2) Its registered office is in Cologne.

2

Objects of the Company

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

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

3

Official announcements

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

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

II

Share capital, shares, bonds

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Share capital

(1) The share capital of the Company amounts to €354,739,200.24 (in words: three hundred and fifty-four million, seven hundred and thirty-nine thousand, two hundred euros and twenty-four cents). It is divided into 138,761,914 (in words: one hundred and thirty-eight million, seven hundred and sixty-one thousand, nine hundred and fourteen) registered no-par-value bearer shares.

(2) The Board of Management is authorized, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before April 26, 2028 on one or more occasions in installments through the issue of up to 24,172,356 (in words: twenty-four million, one hundred and seventy-two thousand, three hundred and fifty-six) new no-par-value bearer shares for cash by up to a total amount of €61,795,646.86 (in words: sixty-one million, seven hundred and ninety-five thousand, six hundred and forty-six euros and eighty-six cents) (authorized capital 2023/I).

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

Pre-emption rights must be granted to existing shareholders. The new shares may also be transferred to banks, securities institutions, or a company operating under section 53 (1) sentence 1 or section 53b (1)

sentence 1 or section 53b (7) of the German Banking Act (KWG) subject to an undertaking by the bank(s), institution(s), or company to offer the shares to existing shareholders (indirect pre-emption right).

However, the Board of Management is authorized, subject to the consent of the Supervisory Board, to disapply pre-emption rights where necessary for fractional amounts arising on the calculation of pre-emption rights.

The total of the shares issued with the disapplication of pre-emption rights and in accordance with this authorization must not exceed 10 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in the aforementioned 10 percent limit are (i) shares that have previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) during the term of this authorization on the basis of other authorizations; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued (with the disapplication of pre-emption rights) by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization.

The Board of Management is further authorized, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorized capital 2023/I.

The Supervisory Board is authorized to amend the wording of the Statutes after a share capital increase has been carried out in full or in part by exercising authorized capital 2023/I and after the authorization period has ended.

(3) The Board of Management is authorized, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before April 26, 2028 on one or more occasions in installments through the issue of up to 11,557,637 (in words: eleven million, five hundred and fifty-seven thousand, six hundred and thirty-seven) new no-par-value bearer shares for cash by up to a total amount of €29,546,629.82 (in words: twenty-nine million, five hundred and forty-six thousand, six hundred and twenty-nine euros and eighty-two cents) (authorized capital 2023/II).

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

Pre-emption rights must be granted to existing shareholders. The new shares may also be transferred to banks, securities institutions, or a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) KWG subject to an undertaking by the bank(s), institution(s), or company to offer the shares to existing shareholders (indirect pre-emption right).

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

- a) where necessary for fractional amounts arising from the calculation of pre-emption rights;
- b) for capital increases against non-cash contributions, in particular (i) when issuing new shares for mergers or acquisitions of entities, parts of entities or equity investments in entities, including increases in existing shareholdings or other assets eligible as capital contributions in connection with such acquisition plans, including receivables from the Company, (ii) when acquiring other assets or claims to the acquisition of assets, and (iii) when carrying out a so-called scrip dividend, where shareholders are offered the option of exchanging

their rights to a dividend (wholly or in part) for new shares issued under the authorized capital 2023/II;

c) for cash contributions, if the issue price of the shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed. The total of the shares issued for cash with the disapplication of pre-emption rights and in accordance with this clause c) must not exceed 10 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. The aforementioned 10 percent limit includes shares that have previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) during the term of this authorization on the basis of other authorizations in direct application, or application with the necessary modifications, of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). This restriction also includes shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued (with the disapplication of pre-emption rights) by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization in application, with the necessary modifications, of section 186 (3) sentence 4 AktG.

d) where necessary in order to grant holders or creditors of option and/or conversion rights or of corresponding option and/or conversion obligations arising from warrant-linked bonds and/or convertible bonds and/or profit-sharing rights (where such bonds are issued or are to be issued in the future by the Company or by one of its direct or indirect majority shareholdings) a conversion or pre-emption right to the same amount of new shares in the Company that they would be entitled to as a shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

The total of the shares issued with the disapplication of pre-emption rights

and in accordance with this authorization must not exceed 10 percent of the share capital. This limit is determined by the share capital of the Company at the time this authorization takes effect or – if lower – at the time this authorization is utilized. Included in the aforementioned 10 percent limit are (i) shares that have previously been or are simultaneously being sold or issued (with the disapplication of pre-emption rights) during the term of this authorization on the basis of other authorizations; also to be included are (ii) shares that are being or must be issued in order to service bonds with conversion rights, option rights, or conversion or option obligations in so far as these bonds have previously been or are simultaneously being issued (with the disapplication of pre-emption rights) by the Company or a direct or indirect majority shareholding of the Company during the term of this authorization on the basis of an appropriate authorization.

The Board of Management is further authorized, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorized capital 2023/II.

The Supervisory Board is authorized to amend the wording of the Statutes after a share capital increase has been carried out in full or in part by exercising authorized capital 2023/II and after the authorization period has ended.

(4) The share capital is conditionally increased by up to €61,795,646.86 by issuing up to 24,172,356 new shares. The conditional capital will only be increased to the extent to which the holders of convertible bonds or of warrants from warrant-linked bonds that are issued by the Company or a subsidiary on or before April 26, 2028 on the basis of the authorization granted to the Board of Management by the Annual General Meeting on April 27, 2023 exercise their conversion/option rights or – if they have a conversion obligation or an obligation to exercise the option – fulfill such obligation, and provided that no other means are used to satisfy such rights and/or obligations. The new shares shall be issued at the conversion or option exercise prices to be determined in each case in

accordance with the aforementioned authorization resolution as set out in the bond/warrant terms and conditions (conditional capital 2023). The shares issued on the basis of this provision entitle their holders to a share of the Company's profits from the beginning of the financial year in which they are created. The Board of Management is authorized, subject to the consent of the Supervisory Board, to decide on the finer details for implementing the conditional capital increase.

5

Bonds, profit-sharing rights

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

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

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

6

Form of the shares, bonds etc.

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

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

III

Board of Management

7

Composition etc. of the Board of Management

- (1) The Board of Management comprises at least two members.
- (2) The Supervisory Board shall determine the number of members of the Board of Management and the allocation of responsibilities. It may draw up and issue rules of procedure.
- (3) The resolutions of the Board of Management shall be adopted by simple majority vote, unless a larger majority is stipulated by law or by the rules of procedure. If a Chairman of the Board of Management is appointed, he shall have the casting vote in the event of a tie.

8

Representation of the Company

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

IV

Supervisory Board

9

Composition, election etc. of the Supervisory Board

- (1) The Supervisory Board comprises twelve members.
- (2) Unless a different term of office is decided for the election of shareholder representatives, the term of office of a person elected to the Supervisory Board shall continue until the end of the Annual General Meeting that formally approves the actions of the management for the fourth financial year following the start of the term of office; the financial year in which the term of office begins does not count.
- (3) Members of the Supervisory Board may stand for re-election.

(4) Every member may resign his office by giving two months' notice to the end of a month in writing to the Board of Management.

(5) If a member of the Supervisory Board elected by the Annual General Meeting leaves the Supervisory Board before the end of his term of office, a successor shall be elected to serve for the remaining term of the Supervisory Board member who resigned his office prematurely, unless the Annual General Meeting decides on a different term of office.

(6) At the same time as the elections for the ordinary members of the Supervisory Board, the Annual General Meeting may also elect up to five substitute members who, in the order determined at the time of the election, will take the place of any shareholder representative member of the Supervisory Board who resigns his office prematurely. The term of office for a substitute member in the event of succession pursuant to sentence one shall be limited to the period ending at the end of the Annual General Meeting at which a supplementary election for the originally retiring member has taken place.

10

Chair of the Supervisory Board

(1) At a meeting convened without special invitation immediately after the Annual General Meeting whose end marks the start of the new term of office, the Supervisory Board shall elect from among its members a chairman and a deputy chairman for its period of office. Until the elections have been completed, the meeting will be chaired by the oldest shareholder representative on the Supervisory Board.

(2) If the chairman of the Supervisory Board or his deputy resigns from office before the end of his term, the Supervisory Board shall immediately elect a replacement for the remainder of that term. If a new chairman and deputy chairman are both elected for the Supervisory Board at the same meeting, paragraph (1) sentence 2 shall apply analogously.

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

11

Statements of intent by the Supervisory Board

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

12

Internal procedure of the Supervisory Board

(1) Unless otherwise stipulated by law, the Supervisory Board shall constitute a quorum if at least half of the number of members prescribed by law or by the Statutes take part in the vote. If, during a vote in a Supervisory Board meeting, the number of members representing the shareholders is not equal to that of members representing the employees, or if the chairman of the Supervisory Board does not vote, the vote must be postponed if at least two members of the Supervisory Board request such a postponement. At the next duly convened meeting, votes on agenda items that were postponed from the preceding meeting in accordance with sentence 2 may only be postponed again by majority resolution.

(2) Resolutions concerning agenda items that have not been announced duly and properly in accordance with the applicable formalities may be adopted only if no Supervisory Board member objects to the resolution. If no Supervisory Board member present at the meeting objects, absent members are to be given the opportunity to object to the resolution retrospectively within a reasonable period to be specified by the chairman; in this case, the resolution shall be valid only if none of the absent Supervisory Board members has objected within the stipulated period.

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

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

13

Supervisory Board committees

(1) The Supervisory Board may form committees from among its members and specify their duties and powers. It may also delegate essential powers reserved to the Supervisory Board to these committees, so far as this is permitted by law. Section 27 (3) of the German Codetermination Act (MitbestG) remains unaffected.

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

14

Amendments to the Statutes

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

15

Remuneration of the Supervisory Board

(1) The members of the Supervisory Board receive fixed annual remuneration of €45,000. The chairman of the Supervisory Board receives two and a half times this amount and the deputy chairman one-and-a-half times the amount.

(2) They are also entitled to claim reimbursement of their expenses, plus an attendance fee of €2,000 for each Supervisory Board meeting they attend. The Company may also take out appropriate liability insurance in their favor.

(3) Members of the Audit Committee receive additional fixed annual remuneration of €25,000 and members of the Human Resources

Committee receive additional fixed annual remuneration of €20,000. Members of the Nominations Committee receive additional fixed annual remuneration of €10,000 and members of the Arbitration Committee receive additional fixed annual remuneration of €5,000. The chairman of a committee receives double this amount, and his deputy one-and-a-half times the amount. Each member of a committee also receives an attendance fee of €2,000 for each committee meeting attended.

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

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

V

Annual General Meeting

16

Venue and notice of the Annual General Meeting

(1) The Annual General Meeting shall take place in the city in which the Company's registered office is located, in a city in the Federal Republic of Germany in which there is a registered office of a stock exchange, or in another city in the Federal Republic of Germany that has more than 500,000 residents.

(2) The meeting may also be convened by the Supervisory Board or its chairman.

17

Attendance at Annual General Meetings and the exercising of voting rights

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

(2) 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 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.

(3) The registration and the evidence of shareholding must be received by the Company at least six days prior to the meeting at the address specified in the notice of the Annual General Meeting. The day on which they are received and the day of the Annual General Meeting shall not be included in calculating this period.

18

Chairman of the Annual General Meeting

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

(2) Should no shareholder representative member of the Supervisory Board be present, the participant with the greatest number of votes shall open the meeting and shall allow the meeting to elect a chair.

19

Conduct of the Annual General Meeting

(1) The chairman of the Annual General Meeting may conduct the discussions and votes in a different order from that published in the agenda.

(2) The chairman of the Annual General Meeting may reasonably restrict the amount of time available to shareholders to speak and put questions.

(3) Supervisory Board members who are not chairing the Annual General Meeting may participate in the Annual General Meeting via the audio and video webcast if (i) physical attendance does not appear reasonable in view of the health risks for the member in question or for the other attendees, (ii) the member in question's on-site attendance at the Annual General Meeting would involve disproportionately high travel costs/time, or (iii) the Annual General Meeting is being held as a virtual event. Supervisory Board members who are chairing the Annual General Meeting must always participate in the Annual General Meeting in person at the location where it is taking place.

20

Voting and elections

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

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

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

20a

Virtual Annual General Meeting

The Board of Management is authorized to allow any Annual General Meeting that takes place within two years following the entry of this provision of the Statutes in the commercial register – including, but not limited to, the Annual General Meetings for the 2023 and 2024 financial years – or, if later, on or before August 31, 2025 (which means that the Annual General Meeting for the 2024 financial year can still be held as a

virtual event within the statutory period set out in section 175 (1) AktG) to be held without the physical presence of the shareholders or their authorized representatives at the location where it is taking place (virtual Annual General Meeting).

VI

Financial year, net income, accumulated income

21

Financial year

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

22

Appropriation of the net income and the accumulated income

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

(2) The Annual General Meeting may resolve to appropriate the accumulated income in any way that is permitted by law.

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

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