



October 2, 2026

To whom it may concern

Company	DMG MORI CO., LTD.
Name	
Representative	Masahiko Mori President and Representative Director (Securities Code: 6141 Tokyo Stock Exchange, Prime Section)
Contact	Keiichi Ota Director, Chief Financial Officer (Tel: +81-03-6758-5900)

Notice Concerning Conclusion of Award Proceedings
Related to the Domination and Profit and Loss Transfer Agreement

DMG MORI CO., LTD. (the "Company") hereby announces that it has confirmed the conclusion of the award proceedings in Germany (the "Proceedings") regarding the reassessment of the cash settlement and recurring compensation payable to external shareholders of DMG MORI AG ("AG"), which had been filed by certain external shareholders in connection with the Domination and Profit and Loss Transfer Agreement entered into between the Company's consolidated subsidiary DMG MORI Europe Holding GmbH (formerly DMG MORI GmbH; "GmbH") and AG, as described below.

As a result of the conclusion of the Proceedings, which had continued for approximately ten years, the long-standing legal uncertainty has finally been resolved. The conclusion of the Proceedings will have no material impact on the Company's consolidated financial results for the current fiscal year.

1. Date of Court Order

Our consolidated subsidiary, GmbH, received the court order from the Higher Regional Court of Düsseldorf on October 1, 2026 (local time in Germany). On September 25, 2026, the Higher Regional Court of Düsseldorf issued an order dismissing the appeal, thereby concluding the Proceedings.

2. Background of the Proceedings and Circumstances Leading to the Court Order

The Domination and Profit and Loss Transfer Agreement between GmbH and AG became effective on August 24, 2016. Under the agreement, shareholders of AG other than GmbH ("External Shareholders") were granted the right either to tender their shares for cash settlement or to receive recurring annual compensation.

The Proceedings were initiated after certain External Shareholders filed an application with a German court concerning a reassessment of the cash settlement amount and the recurring compensation amount.

3. Outline of the Applicants

External Shareholders of AG (multiple applicants)

4. Summary of the Proceedings and Court Decision

The Proceedings relate to the appeal against the order of the Regional Court of Dortmund dated March 23, 2023, concerning the reassessment of the cash settlement amount and the recurring compensation amount. No increase in the cash settlement amount was granted, and the amount was finally confirmed at EUR 37.35 per share as claimed by the Company.

In addition, with respect to the recurring compensation paid to External Shareholders who continue to hold AG shares after the conclusion of the agreement, it was finally confirmed, consistent with the order of the Regional Court of Dortmund, that the amount will be increased from EUR 1.17 gross per share to EUR 1.28 gross per share.

As a result, the cash settlement amount and the recurring compensation amount have been confirmed as follows:

- The cash settlement: EUR 37.35 per AG share
- The recurring annual compensation: EUR 1.28 gross per AG share per year

In addition, under German law, the period during which External Shareholders may tender their shares is expected to expire two months after public notification of the court order.

5. Impact on Financial Results

Upon the effectiveness of the Domination and Profit and Loss Transfer Agreement, the Company estimated the discounted present value of future payments relating to its obligation to purchase shares from External Shareholders and its obligation to pay recurring annual compensation. Such amounts have already been recognized in the consolidated financial statements as other financial liabilities and financial costs.

Accordingly, the conclusion of the Proceedings itself does not give rise to any new liabilities or expenses, and it will have no material impact on the Company's consolidated financial results for the current fiscal year.

If any matters requiring disclosure arise in the future, the Company will promptly make appropriate disclosures.

Reference: Overview of the Domination and Profit and Loss Transfer Agreement

The Domination and Profit and Loss Transfer Agreement between GmbH, a consolidated subsidiary of the Company, and AG became effective on August 24, 2016.

A Domination and Profit and Loss Transfer Agreement is a contract under German law that allows one company to issue binding instructions directly to the management board of another company. Pursuant to this agreement, the profits and losses of AG from fiscal year 2016 onward are transferred to GmbH.

External Shareholders may either demand cash settlement for their AG shares or, if they retain their shares, receive recurring annual compensation. GmbH is obligated to purchase AG shares tendered by External Shareholders. External Shareholders who do not tender their shares are entitled to receive recurring annual compensation.

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