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Securities Code: 6141
March 4, 2019

To Our Shareholders

106 Kitakoriyama-cho, Yamato-Koriyama City, Nara
DMG MORI CO., LTD.
Masahiko Mori, President

Notice of Convocation of the 71st Annual General Meeting of Shareholders

You are cordially invited to attend the 71st Annual General Meeting of Shareholders of DMG MORI CO., LTD. (the "Company") to be held as described below.

In the event that you are unable to attend the meeting, you may exercise your voting rights in writing. Please indicate your approval or disapproval on the enclosed Exercise of Voting Rights form and return the form to us no later than 5:00 p.m. (the end of the business day) on March 20, 2019 after reviewing the attached Reference Material for the General Meeting of Shareholders.

1. Date and time: Friday, March 22, 2019 at 1:00 p.m.
Reception for attendees begins at 11:30 a.m.

2. Venue: Grand Hall, DMG MORI YAMATO KORIYAMAJO HALL
211-3 Kitakoriyama-cho, Yamato-Koriyama City, Nara

3. Agenda:

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 71st Fiscal Year (from January 1, 2018 to December 31, 2018)
2. Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 71st Fiscal Year

Matters to be resolved:

Proposal 1: Reduction in amount of capital reserve
Proposal 2: Appropriation of surplus
Proposal 3: Election of eleven (11) Directors
Proposal 4: Election of two (2) Audit & Supervisory Board Members
Proposal 5: Revision of remuneration amount for Directors

Request

◎ Attendees are kindly requested to submit their Exercise of Voting Rights form to the receptionist on the day of the meeting.

◎ If any revision is made with regard to the matters stated in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Material for the General Meeting of Shareholders, the modified information will be shown on the website of the Company (https://www.dmgmori.co.jp/corporate/en/).

Reference Material for the General Meeting of Shareholders

Agenda Items and Reference Matters

Proposal 1: Reduction in amount of capital reserve

1. Reason for reduction in amount of capital reserve

In order to ensure the dynamism and flexibility of future capital policy, the Company proposes to reduce a portion of capital reserve and transfer it to other capital surplus, in accordance with the provisions of the Article 448, paragraph 1 of the Companies Act.

2. Content of reduction in amount of capital reserve

(1) Amount of capital reserve to be reduced

The Company proposes to reduce the capital reserve of ¥51,846,473,894 by ¥23,000,000,000 and to transfer the full amount of the capital reserve reduction to other capital surplus. The total amount of the capital reserve after the reduction will be ¥28,846,473,894.

(2) Effective date of reduction in amount of capital reserve

May 31, 2019

Proposal 2: Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows:

Matters relating to year-end dividends

It is proposed that the year-end dividend for the current fiscal year be paid in consideration of providing a stable return, the year's operating results, future operating environment and other aspects, as follows.

(1) Type of dividends

Cash

(2) Allocation and total amount of the dividend assets

¥25 per common share of the Company Total amount of dividends: ¥3,098,381,400

Since the interim dividend in the amount of ¥25 has been distributed, the annual dividend for the current fiscal year would be ¥50 per share (total amount of dividends: ¥6,187,673,175).

(3) Effective date of dividends of surplus

March 25, 2019

Proposal 3: Election of eleven (11) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. This proposal requests the election of eleven (11) Directors, which include four (4) External Directors, increasing the number of Directors by two (2) to strengthen the management system.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief personal history, position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
1	Masahiko Mori (September 16, 1961)	Mar. 1985 Graduated from the Department of Precision Engineering, the Faculty of Engineering, Kyoto University Apr. 1985 Joined ITOCHU Corporation Apr. 1993 Joined the Company Jun. 1994 Director, General Manager, Planning / Management Office and International Affairs Department Jun. 1996 Senior Director Jun. 1997 Executive Director Jun. 1999 President (incumbent) Oct. 2003 Dr. Eng. of the University of Tokyo Nov. 2009 Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT May 2018 Chairman of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT (incumbent) To the present	3,591,485 shares
2	*Christian Thönes (May 1, 1972)	Jul. 1998 Graduated from the Business Management Department, University of Münster Aug. 1998 Joined GILDEMEISTER AKTIENGESELLSCHAFT (currently DMG MORI AKTIENGESELLSCHAFT) Nov. 2001 Managing Director, SAUER GmbH(Note) Jul. 2009 Managing Director, DECKEL MAHO Pfronten GmbH(Note) Jan. 2012 Executive Board Member, DMG MORI AKTIENGESELLSCHAFT Apr. 2016 Chairman of the Executive Board, DMG MORI AKTIENGESELLSCHAFT (incumbent) To the present (Note) SAUER GmbH and DECKEL MAHO Pfronten GmbH are subsidiaries of DMG MORI AKTIENGESELLSCHAFT.	–
3	Hiroaki Tamai (March 20, 1960)	Mar. 1983 Graduated from the Faculty of Commerce, Doshisha University Mar. 1983 Joined the Company Jun. 2003 Director, Executive General Manager, Administrative HQ Jun. 2007 Senior Director, Executive General Manager, Administrative HQ Jun. 2008 Executive Director, Executive General Manager, Administrative HQ Mar. 2016 Executive Vice President, Director in charge of Administrative, Executive General Manager, Administrative HQ (incumbent) To the present	55,400 shares

No.	Name (Date of birth)	Brief personal history, position and area of responsibility (significant concurrent positions)		Number of the Company's shares held
4	Hirotake Kobayashi (December 25, 1954)	Mar. 1977	Graduated from the Faculty of Economics, Keio University	37,800 shares
		Apr. 1977	Joined Kirin Brewery Company, Limited (currently Kirin Holdings Company, Limited)	
		Mar. 2012	Representative Director, Managing Director, Kirin Holdings Company, Limited	
		Oct. 2015	Joined the Company	
			Senior Executive Officer, Vice Executive General Manager, Accounting / Finance HQ	
		Mar. 2016	Executive Director, Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ	
		Mar. 2017	Executive Vice President, Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ (incumbent)	
			To the present	
5	*Makoto Fujishima (March 18, 1958)	Mar. 1981	Graduated from the Department of Electronic Engineering, Faculty of Engineering, Doshisha University	23,000 shares
		Mar. 1981	Joined the Company	
		Mar. 2001	General Manager, Control Technology Department	
		Sep. 2002	Dr. Eng. of Kyoto University	
		Jun. 2003	Director, General Manager, Control Technology Laboratory	
		Jun. 2005	Senior Director, Executive General Manager, Development / Manufacturing HQ (in charge of Development), General Manager, Information System Department	
		Apr. 2014	Senior Executive Officer, Manufacturing / Development / Quality HQ (in charge of Electrical Circuit / Control)	
		Jan. 2019	Senior Executive Officer, President, R&D Company (incumbent)	
			To the present	
6	*James Nudo (May 30, 1954)	Jun. 1981	Dr. Jur. of Loyola University Law School	3,300 shares
		Nov. 1981	Registered as Attorney at law to the State of Illinois, U.S.A and the United States Federal courts	
		Jun. 1982	Established Law Offices of James V. Nudo	
		Aug. 1992	Joined Yamazen, Inc.	
		Apr. 2003	Joined the Company	
		Jul. 2014	Operating Officer, General Manager, International Legal Department	
		Jan. 2017	Executive Officer, General Manager, International Legal / International Human Resources Department	
		Dec. 2017	Executive Officer of the Company	
			President and Director, DMG MORI USA, Inc.	
		Jan. 2019	Senior Executive Officer of the Company	
			President and Director, DMG MORI USA, Inc. (incumbent)	
			To the present	

No.	Name (Date of birth)	Brief personal history, position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
7	*Minoru Furuta (November 22, 1972)	Mar. 1995 Graduated from the Faculty of Business and Commerce, Kansai University Apr. 1995 Joined the Company Jan. 2010 General Manager, MORI SEIKI GmbH Oct. 2014 Managing Director, MORI SEIKI EUROPE AG Jan. 2017 Operating Officer assigned to Europe Jan. 2018 Operating Officer, General Manager, Business Accounting Department and Corporate Planning, Controlling & Operations Department, Accounting / Finance HQ Jan. 2019 Executive Officer, President, Production Company, Vice Executive General Manager, Accounting / Finance HQ (incumbent) To the present	11,000 shares
8	Tojiro Aoyama (August 29, 1951)	Mar. 1974 Graduated from the Faculty of Engineering, Keio University Mar. 1979 Dr. Eng. of Keio University Apr. 1988 Associate Professor, the Faculty of Science and Technology (Department of Mechanical Engineering), Keio University Apr. 1996 Professor, the Faculty of Science and Technology (Department of System Design Engineering), Keio University Jul. 2009 Dean, Faculty of Science and Technology and Chair of Graduate School of Science and Technology, Keio University Jun. 2015 External Director of the Company (incumbent) Mar. 2017 Outside Audit & Supervisory Board Member, Mitsubishi Pencil Co., Ltd. (incumbent) May 2017 Vice-President, Keio University (incumbent) To the present	1,000 shares
9	Tsuyoshi Nomura (December 7, 1952)	Mar. 1976 Graduated from the Faculty of Engineering, Kyoto University Mar. 1978 Completed master's course, Department of Precision Engineering, Graduate School of Engineering, Kyoto University Jan. 1990 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation) Apr. 2009 Executive Officer, Director, Manufacturing Innovation Division, Panasonic Corporation Corporate Auditor, Panasonic Factory Solutions Co., Ltd. Apr. 2012 Managing Executive Officer, Director, Manufacturing Innovation Division, Panasonic Corporation Apr. 2013 Dr. Eng. of Osaka University Jun. 2013 Managing Director, Panasonic Corporation Jun. 2015 External Director of the Company (incumbent) President, Nomura Techno Science Co., Ltd. (incumbent) To the present	1,000 shares

No.	Name (Date of birth)	Brief personal history, position and area of responsibility (significant concurrent positions)		Number of the Company's shares held
10	Makoto Nakajima (January 2, 1952)	Mar. 1974	Graduated from the University of Tokyo Faculty of Law	1,000 shares
		Apr. 1974	Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)	
		Jan. 2001	Director-General, Kansai Bureau of Economy, Trade and Industry, Ministry of Economy, Trade and Industry	
		Jun. 2004	Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry	
		Sep. 2005	Commissioner, Japan Patent Office	
		Jul. 2007	Retired from office	
		Feb. 2008	Consultant, Sumitomo Electric Industries, Ltd.	
		Apr. 2009	Registered as Attorney at law	
		Oct. 2009	Managing Executive Officer, Sumitomo Electric Industries, Ltd.	
		Jun. 2010	Managing Director, Sumitomo Electric Industries, Ltd.	
		Jun. 2014	Representative Senior Managing Director, Sumitomo Electric Industries, Ltd.	
		Jun. 2016	Vice Chairman and Senior Executive Managing Director, Japan Institute of Invention and Innovation (incumbent)	
		Mar. 2017	External Director of the Company (incumbent)	
			To the present	
11	Takashi Mitachi (January 21, 1957)	Mar. 1979	Graduated from the Faculty of Letters, Kyoto University	700 shares
		Apr. 1979	Joined Japan Airlines Co., Ltd.	
		Jun. 1992	Received MBA from Harvard Business School	
		Oct. 1993	Joined The Boston Consulting Group	
		Jan. 1999	Vice President, The Boston Consulting Group	
		Jan. 2005	Japan Co-chair, The Boston Consulting Group	
		May 2005	Senior Vice President, The Boston Consulting Group	
		Jan. 2016	Senior Partner & Managing Director, BCG Fellow (Risk Management), The Boston Consulting Group	
		Mar. 2016	Outside Director, Rakuten, Inc. (incumbent)	
		Mar. 2017	External Director of the Company (incumbent)	
			Director, Audit & Supervisory Committee Member, Unicharm Corporation (incumbent)	
		Jun. 2017	Director (Outside Director), Tokio Marine Holdings, Inc. (incumbent)	
		Oct. 2017	Senior Advisor, The Boston Consulting Group (incumbent)	
			To the present	

1. The candidates marked with an asterisk (*) are new candidates for Directors.
2. There are no special interests between each of the candidates for Directors and the Company.
3. Tojiro Aoyama, Tsuyoshi Nomura, Makoto Nakajima and Takashi Mitachi are candidates for External Directors fulfilling the requirements provided in Article 2, paragraph 3, item 7 of the Regulation for Enforcement of the Companies Act.
4. Reasons for nominating Tojiro Aoyama, Tsuyoshi Nomura, Makoto Nakajima and Takashi Mitachi as candidates for External Directors are as follows:

   (1) The candidate Tojiro Aoyama is a Vice-President of Keio University and has served in roles such as professor at the Faculty of Science and Technology of Keio University and Dean of that Faculty. This proposal requests the election of Tojiro Aoyama as an External Director with the expectation of utilizing his extensive and unsurpassed knowledge in fields such as mechanical engineering and production engineering, along with his rich experience toward the Company's management.

   (2) The candidate Tsuyoshi Nomura has served in roles such as Managing Director of Panasonic Corporation during his career. This proposal requests the election of Tsuyoshi Nomura as an External Director with the expectation of utilizing his many years of management experience, work experience nurtured in the production

technology, quality, and environmental fields, along with his extensive and sophisticated insight cultivated through these experiences toward the Company's management.

Since June 2015, the candidate Tsuyoshi Nomura has been retired from the position of Managing Director of Panasonic Corporation. Moreover, whereas the Company engages in transactions with Panasonic Corporation, the total amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated net sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Tsuyoshi Nomura.

Year	Total business transacted (Millions of yen)	Proportion to Company's consolidated net sales
2016	109	0.03%
2017	94	0.02%
2018	–	–

(3) The candidate Makoto Nakajima has served in roles such as Commissioner of Japan Patent Office and Representative Director of Sumitomo Electric Industries, Ltd. during his career, and has qualifications as an attorney at law. As such, this proposal requests the election of Makoto Nakajima as an External Director with the expectation of utilizing his rich managerial experience along with his insight as a legal professional toward the Company's management.

Since June 2016, the candidate Makoto Nakajima has been retired from the position of Representative Senior Managing Director of Sumitomo Electric Industries, Ltd. Moreover, whereas the Company engages in transactions with Sumitomo Electric Industries, Ltd., the total amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated net sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Makoto Nakajima.

Year	Total business transacted (Millions of yen)	Proportion to Company's consolidated net sales
2016	537	0.14%
2017	89	0.02%
2018	114	0.02%

(4) The candidate Takashi Mitachi has rich experience and expertise based on his many years having acted as a managerial consultant and manager at The Boston Consulting Group. As such, this proposal requests the election of Takashi Mitachi as an External Director with the expectation of utilizing such experience and expertise toward the Company's management.

Currently, the candidate Takashi Mitachi has assumed the position of Senior Advisor of The Boston Consulting Group. Moreover, whereas the Company engages in transactions with The Boston Consulting Group, the total amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated net sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Takashi Mitachi.

Year	Total business transacted (Millions of yen)	Proportion to Company's consolidated net sales
2016	–	–
2017	174	0.04%
2018	408	0.08%

5. Although the candidate Tojiro Aoyama does not have an experience of being directly involved in corporate management, the Company has judged from his extensive knowledge in the technological field, experience and insight as a director of an incorporated educational institution, officer of academic societies and the like, that he will be able to appropriately carry out his duties as an External Director. Accordingly, the Company has nominated him as a candidate for External Director.
6. The candidates Tojiro Aoyama, Tsuyoshi Nomura, Makoto Nakajima, and Takashi Mitachi currently serve as External Directors of the Company. At the conclusion of this General Meeting of Shareholders, the term of service of Tojiro Aoyama and Tsuyoshi Nomura as External Directors will have been 3 years and 9 months, the term of service of Makoto Nakajima and Takashi Mitachi 2 years.

7. The Company has concluded agreements with the candidates Tojiro Aoyama, Tsuyoshi Nomura, Makoto Nakajima, and Takashi Mitachi to restrict their liability for damages described in Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act. In the event that the four candidates are reelected, the Company plans to maintain the current agreements. An overview of these agreements is provided below.
   • If the External Director is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act.
8. The Company has filed a notification to the Tokyo Stock Exchange, Inc. explaining that the candidates Tojiro Aoyama, Tsuyoshi Nomura, Makoto Nakajima, and Takashi Mitachi are independent officers, pursuant to the provisions prescribed by Tokyo Stock Exchange. In the event that this proposal is approved as proposed and the four candidates are reelected as External Directors, the Company intends that they will remain independent officers.

Proposal 4: Election of two (2) Audit & Supervisory Board Members

At the conclusion of this General Meeting of Shareholders, the term of office of Audit & Supervisory Board Member Yasuyuki Kimoto will expire and Audit & Supervisory Board Member Tatsuo Kondo will resign. This proposal requests the election of two (2) Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Brief personal history and position (significant concurrent positions)		Number of the Company's shares held
1	*Toshio Kawayama (November 16, 1960)	Mar. 1984	Graduated from the School of Law, Meiji University	7,600 shares
		Apr. 1984	Joined NTN Toyo Bearing Co., Ltd. (currently NTN Corporation)	
		Jan. 2009	Joined the Company	
		Apr. 2011	Operating Officer, General Manager, Accounting Department	
		Apr. 2015	Executive Officer, General Manager, Accounting Department	
		Jul. 2018	Executive Officer, Vice Executive General Manager, Accounting / Finance HQ (incumbent)	
			To the present	
2	*Yoshinori Kawamura (April 15, 1952)	Mar. 1975	Graduated from the Faculty of Economics, Kyoto University	–
		Apr. 1975	Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	
		Jun. 2002	Director and General Manager of the Structured Finance Department, Sumitomo Mitsui Banking Corporation	
		Jun. 2005	Managing Director and Head of the Americas Division, Sumitomo Mitsui Banking Corporation	
		Apr. 2007	Managing Director, Sumitomo Mitsui Financial Group, Inc.	
		Apr. 2008	Senior Managing Director, Member of the Board, Sumitomo Mitsui Banking Corporation	
		Apr. 2009	Deputy President, Member of the Board, Sumitomo Mitsui Banking Corporation	
		Jun. 2011	President, Sumitomo Mitsui Finance and Leasing Company, Limited	
		Jun. 2017	Special Adviser, Sumitomo Mitsui Finance and Leasing Company, Limited (incumbent)	
			Director, HANSHIN ELECTRIC RAILWAY CO., LTD. (part-time, incumbent)	
		Jun. 2018	Outside Director, Japan Bank for International Cooperation (incumbent)	
			To the present	

1. The candidates marked with an asterisk (*) are new candidates for Audit & Supervisory Board Members.
2. There are no special interests between each of the candidates for Audit & Supervisory Board Members and the Company.
3. Yoshinori Kawamura is a candidate for External Audit & Supervisory Board Member fulfilling the requirements provided in Article 2, paragraph 3, item 8 of the Regulation for Enforcement of the Companies Act.
4. Reasons for nominating Yoshinori Kawamura as a candidate for External Audit & Supervisory Board Member are as follows:

   The candidate Yoshinori Kawamura has been involved in the management of financial institutions for many years. This proposal requests the election of Yoshinori Kawamura as an External Audit & Supervisory Board Member with the expectation of utilizing his extensive work experience and insight toward the Company's audit system.

   Whereas the Company engages in transactions with Sumitomo Mitsui Finance and Leasing Company, Limited for which the candidate Yoshinori Kawamura serves as Special Adviser, the total amounts transacted and the

corresponding value of that business as a percentage of the Company's consolidated net sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Yoshinori Kawamura.

Year	Total business transacted (Millions of yen)	Proportion to Company's consolidated net sales
2016	2,432	0.65%
2017	2,154	0.50%
2018	1,931	0.39%

5. In the event that the candidate Yoshinori Kawamura is elected, the Company plans to conclude an agreement with him to restrict his liability for damages described in Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act.

   An overview of these agreements is provided below.

   • If the External Audit & Supervisory Board Member is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, paragraph 1 pursuant to the provisions of Article 427, paragraph 1 of the same Act.

6. In the event that the candidate Yoshinori Kawamura is elected, the Company plans to file a notification to the Tokyo Stock Exchange, Inc. explaining that he is an independent officer, pursuant to the provisions prescribed by Tokyo Stock Exchange.

Proposal 5: Revision of remuneration amount for Directors

At the 70th Annual General Meeting of Shareholders held on March 22, 2018, a limit of ¥1,000 million per year (of which, ¥100 million is for External Directors) was approved for the amount of remuneration for Directors of the Company and those limits have remained in place ever since. To ensure greater diversity in the Company's management team and secure a global level of outstanding talent, the Company proposes to revise the amount of remuneration for Directors up to ¥2,000 million per year (of which, ¥200 million is for External Directors), taking into account a certain degree of exchange fluctuations.

Note that the remuneration for Directors, excluding External Directors, shall include fixed remuneration and bonuses that are performance-linked remuneration. The remuneration for External Directors shall be fixed remuneration only.

Also, the Company requests that the employee remuneration for Directors concurrently serving as employees is not included in the amount of remuneration for Directors, as is the case at present.

Currently, there are nine (9) Directors (including four (4) External Directors). If Proposal 3 is approved and adopted as proposed, the number of Directors will be eleven (11), including four (4) External Directors.