

This English translation of the German invitation to the Annual General Meeting is provided for your convenience; the German text shall remain exclusively valid for all purposes.



IKB Deutsche Industriebank Aktiengesellschaft, Düsseldorf

ISIN DE 0008063306
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in the future also ISIN DE000A0SMNZ5

Dear Shareholder:

Our Annual General Meeting, to which you are hereby invited, is taking place on

Thursday, 28th August 2008, at 10 a.m., in 40474 Düsseldorf, CCD. Stadthalle, Congress-Center Düsseldorf, Rottdamer Straße.

Agenda

- 1 Presentation of the confirmed Financial Statements and Management Report, of the approved consolidated Financial Statements and the consolidated Management Report for the financial year 2007/08 (including the report of the Board of Managing Directors relating to the particulars in accordance with §§ 289 para. 4, 315 para. 4 HGB [German Commercial Code]) as well as the report of the Supervisory Board**

The above named documents are available via the internet from the time of the notification of the meeting under <http://www.ikb.de/content/de/ir/finanzberichte/index.jsp>. They will also be available at the General Meeting.

- 2 Resolution on discharge of the members of the Board of Managing Directors**

In respect of the discharge for the financial year 2007/08 of the acting members of the Board of Managing Directors, voting shall take place on an individual basis, i.e. for individual discharge.

The Board of Managing Directors and the Supervisory Board propose that

- Dr. Günther Bräunig be granted discharge for his period in office as a member of the Board of Managing Directors from 29th July 2007 until 31st March 2008,
- Mr Frank Braunsfeld be granted no discharge for his period in office as a member of the Board of Managing Directors from 1st April 2007 until 15th October 2007,

- (c) Dr. Volker Doberanzke be granted no discharge for his period in office as a member of the Board of Managing Directors from 1st April 2007 until 7th August 2007,
- (d) Dr. Dieter Glüder be granted discharge for his period in office as a member of the Board of Managing Directors from 29th July 2007 until 31st March 2008,
- (e) Dr. Reinhard Grzesik be granted discharge for his period in office as a member of the Board of Managing Directors from 15th October 2007 until 31st March 2008,
- (f) Dr. Markus Guthoff be granted no discharge for his period in office as a member of the Board of Managing Directors from 1st April 2007 until 15th October 2007,
- (g) the resolution on the discharge of Mr Claus Momburg for his period in office as a member of the Board of Managing Directors from 1st April 2007 until 31st March 2008 be deferred,
- (h) Mr Stefan Ortseifen be granted no discharge for his period in office as a member of the Board of Managing Directors from 1st April 2007 until 29th July 2007.

3 Resolution on discharge of the members of the Supervisory Board

In respect of the discharge for the 2007/2008 financial year of the acting members of the Supervisory Board, voting shall take place on an individual basis, i.e. for individual discharge.

The Board of Managing Directors and the Supervisory Board propose that

- (a) the resolution on discharge of Mr Dieter Ammer for his period in office as a member of the Supervisory Board from the 1st April 2007 until 31st March 2008 be deferred,
- (b) the resolution on the discharge of Mr Jörg Asmussen for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (c) the resolution on the discharge of Dr. Jens Baganz for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (d) the resolution on the discharge of Dr. Jürgen Behrend for his period in office as a member of the Supervisory Board from 1st April 2007 until 27th March 2008 be deferred,
- (e) the resolution on the discharge of Mr Wolfgang Bouché for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (f) the resolution on the discharge of Mr Hermann Franzen for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (g) Mr Ulrich Grillo be granted discharge for his period in office as a member of the Supervisory Board from 27th March 2008 until 31st March 2008,
- (h) the resolution on the discharge of Dr. (honorary) Ulrich Hartmann for his period in office as a member of the Supervisory Board from 1st April 2007 until 27th March 2008 be deferred,
- (i) the resolution on the discharge of Dr. (of engineering) Mathias Kammüller for his period in office as a member of the Supervisory Board from 1st April 2007 until 27th March 2008 be deferred,
- (j) the resolution on the discharge of Mr Detlef Leinberger for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (k) the resolution on the discharge of Mr Jürgen Metzger for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,

- (l) Mr Werner Oerter be granted discharge for his period in office as a member of the Supervisory Board from 27th March 2008 until 31st March 2008,
- (m) the resolution on the discharge of Mr Roland Oetker for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (n) Mr Dieter Pfundt be granted discharge for his period in office as a member of the Supervisory Board from 27th March 2008 until 31st March 2008,
- (o) the resolution on the discharge of Dr. (honorary - of engineering) Eberhard Reuther for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (p) the resolution on the discharge of Mr Randolph Rodenstock for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (q) the resolution on the discharge of Mrs Rita Röbel for her period in office as a member of the Supervisory Board from the 1st April 2007 until 31st March 2008 be deferred,
- (r) the resolution on the discharge of Dr. Michael Rogowski for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (s) the resolution on the discharge of Mr Jochen Schametat for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (t) the resolution on the discharge of Dr. Carola Steingrüber for her period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (u) Dr. Alfred Tacke be granted discharge for his period in office as a member of the Supervisory Board from 27th March 2008 until 31st March 2008,
- (v) the resolution on the discharge of Dr. Alexander v. Tippelskirch for his period in office as a member of the Supervisory Board from 1st April 2007 until 27th March 2008 be deferred,
- (w) the resolution on the discharge of Dr. Martin Viessmann for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (x) the resolution on the discharge of Mr Ulrich Wernecke for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred,
- (y) the resolution on the discharge of Mr Andreas Wittmann for his period in office as a member of the Supervisory Board from 1st April 2007 until 31st March 2008 be deferred.

4 Election of the auditors

The Supervisory Board proposes the election of

- (a) PricewaterhouseCoopers Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditor of the financial statements and the consolidated financial statements for the financial year 2008/09 and
- (b) PricewaterhouseCoopers Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditor for the auditing review [prüferische Durchsicht] of the shortened financial statements and the intermediate financial report for the 6-month-Report for the financial year 2008/09.

5 Resolution on an amendment to the articles of association in § 8 para. 1

The number of Supervisory Board members shall be reduced from the current twenty-one members to fifteen members. The Minister for Economic Affairs, Medium Sized Business and Energy for North Rhine-Westphalia has forgone her right, in accordance with § 8 para. 1 of the articles of association, to propose a member of the Supervisory Board. Therefore the right of proposal of the Minister for Economic Affairs, Medium Sized Business and Energy for North Rhine-Westphalia shall also be dropped from the articles of association.

The Board of Managing Directors and the Supervisory Board propose deciding as follows:

(a) § 8 para. 1 of the articles of association will be rewritten as follows:

“The Supervisory Board comprises fifteen members; one member shall be elected according to the recommendation of the Federal Government.”

(b) The Board of Managing Directors is directed to apply the amendment to the articles of association for registration with the commercial register, only once declarations of resignation from six Supervisory Board members exist, of which at least two must originate from the employee representative’s council.

6 Election of the Supervisory Board

The Supervisory Board is made up in accordance with §§ 96 para. 1, 101 para. 1, Companies Act (Aktengesetz - AktG), §§ 1, 4 para. 1 DrittelbG (One-Third Employee Representation Act) and according to the currently valid condition of § 8 para. 1 of the articles of association of IKB Deutsche Industriebank Aktiengesellschaft of 14 members elected at the General Meeting and seven to be elected by the employees. The General Meeting is not tied to any voting recommendations.

The Supervisory Board proposes, Messrs.:

- (a) Dr. Jens Baganz, Düsseldorf, State Secretary of the North Rhine-Westphalia Ministry for Economic Affairs, Medium Sized Business and Energy,
- (b) Detlef Leinberger, Frankfurt (Main), Member of the Board of Managing Directors of KfW Bankengruppe,
- (c) Roland Oetker, Düsseldorf, managing partner of the ROI Verwaltungsgesellschaft mbH,
- (d) Dr. Martin Viessmann, Allendorf (Eder), Chairman of the Board of Viessmann Werke GmbH & Co. KG,

whose period in office expires by rotation on conclusion of this General Meeting, to be re-elected for the period until the conclusion of the General Meeting, which will decide on the discharge of the members of the Supervisory Board for the financial year 2010/11 and to elect

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to replace Mr Jörg Asmussen who retired from this position on 27th May 2008 for the remainder of the period of office of Mr Asmussen, i.e. until the conclusion of the General Meeting, which will decide on the discharge of the members of the Supervisory Board for the financial year 2008/09. So far, the Federal Government has not exercised its right in accordance with § 8 para. 1 of the articles of association.

The Supervisory Board further proposes

Dr. Christopher Pleister, Berlin, President Emeritus of the Bundesverband der Deutschen Volksbanken und Raiffeisenbanken (BVR)

in place of Dr. Michael Rogowski who retires from the Supervisory Board on conclusion of this General Meeting for the period ending with the General Meeting which will decide on the discharge of the members of the Supervisory Board for financial year 2010/11.

The Minister for Economic Affairs, Medium Sized Business and Energy for North-Rhine Westphalia has forgone her right, in accordance with § 8 para. 1 of the articles of association, to propose a member of the Supervisory Board.

The current mandates for election of the proposed Supervisory Board members by shareholders are contained in the **appendix** to the current invitation.

The Board of Managing Directors assumes that for the implementation of the resolution on an amendment to the articles of association in § 8 para. 1 (item 5 on the agenda of the General Meeting) a corresponding number of members of the Supervisory Board will make their mandate available during the current financial year.

7 Authorisation of the company to acquire its own shares for the purpose of securities trading in accordance with § 71 para. 1 no. 7, Companies Act

The authorisation to acquire company's own shares for the purpose of securities trading in accordance with § 71 para. 1 no. 7, Companies Act, awarded by the General Meeting on 27th March 2008, expires on 26th September 2009.

The Board of Managing Directors and the Supervisory Board propose deciding as follows:

The Board of Managing Directors is authorised to acquire and sell, subject to the approval of the Supervisory Board, company's own shares for the purpose of securities trading up until 27th February 2010. At the end of any one day the company's holding of its own shares may not exceed 5% of the company's share capital. Taken together with the company's ownership of its own shares purchased for other reasons, or attributable to the company under §§ 71 (a) et seq. of the Companies Act the company's total holding of its own shares may not exceed 10% of the company's share capital. The purchase price per share (excluding acquisition costs) may not differ from the arithmetic mean of the stock market price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days before the day on which the stock is acquired by a value which is greater than or less than 20% of this value.

The currently existing authorisation awarded by the General Meeting on 27th March 2008, which runs until 26th September 2009, for the acquisition of company's own shares for trading purposes, will be removed as soon as the new authorisation comes into effect.

8 Authorisation of the company to acquire and use its own shares in accordance with § 71 para. 1 no. 8, Companies Act with exclusion of the subscription right

The authorisation to acquire company's own shares in accordance with § 71 para. 1 no. 8, Companies Act, awarded by the General Meeting on 31st August 2006, has expired.

The Board of Managing Directors and the Supervisory Board propose the following resolution:

- a) The company is authorised up until the end of 27th February 2010 to acquire its own shares up to a level of 10% of the share capital for purposes other than securities trading. Taken together with the company's ownership of its own shares purchased for the purpose of securities trading and for other reasons, or attributable to the company under sections 71a et seq. of the Companies Act the company's total holding of its own shares may not exceed 10% of the company's share capital.

The shares may be acquired via the stock market or by means of a public purchase offer made to all shareholders.

If the acquisition is made via the stock market, the purchase price per share (excluding acquisition costs) may not differ from the arithmetic mean of the stock market price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days prior to the day of the obligation to purchase the stock by a value which is greater than or less than 10% (excluding acquisition costs) of this value.

If the acquisition takes place via a public offer to all shareholders of the company, the price per share offered may not differ from the arithmetic mean of the stock market price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days prior to the announcement of the offer by a value which is greater than or less than 10% (excluding acquisition costs) of this value. If the number of shares offered exceeds the maximum number of share authorised for repurchase by the company, then acceptance takes place pro-rata. In so doing, a preferential acceptance of smaller numbers of shares up to 100 tendered shares per shareholder can be provided for.

The authorisation can be used in its entirety or in partial amounts, over one or more occasions, individually or in combination with the aforementioned acquisition options by the company, but also through its direct or indirect 100% participations or by third parties for the account of the company.

- b) The Board of Managing Directors is authorised to use the shares purchased under the authorisation granted under point (a) for the following purposes:
- (i) disposal via the stock market or by an offer to all shareholders;
 - (ii) disposal made in a manner other than via the stock market or via an offer to all shareholders, insofar as the disposal is made for a payment in cash and at a price that is not significantly below the arithmetic mean of the stock market price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days prior to the sale. In so doing, the numbers of shares to be sold together with the number of new shares which have been issued within the period of this authorisation under the authorisation for raising capital with the exclusion of the subscription right in accordance with or corresponding to § 186 para. 3, sentence 4, Companies Act, may not exceed 10% of the issued share capital at the time of the coming into effect and the exercising of this authorisation. Moreover this limitation to 10% of the share capital is to be calculated including those shares which, within the period of this authorisation have been issued or are to be issued to service

debenture bonds with conversion and/or option rights or a mandatory conversion structure, insofar as the debenture bonds have been issued for the reason of an authorisation valid at the time of coming into effect of this authorisation for the issuing of debenture bonds in accordance with § 186 para. 3 sentence 4, Companies Act under the exclusion of this subscription right;

- (iii) Transfer to a third party in return for benefits in kind within the framework of company mergers or during acquisition of companies, company parts or company holdings;
- (iv) Supply in accordance with conversion or option conditions to the holders of convertible bonds, convertible bonus shares or warrants with conversion or option rights or mandatory conversion obligations issued either by the company or its direct and indirect 100% participations;
- (v) Share issues to the employees of the company and its at least 50% participations;
- (vi) Cancellation of shares, provided that the cancellation and the implementation of the cancellation does not require a further resolution of the General Meeting. The cancellation results in a capital reduction. The Board of Managing Directors may, in contrast to this, decide that the share capital remains unchanged by the cancellation and that rather instead the cancellation increases the proportion of the remaining shares of the share capital in accordance with § 8 para. 3, Companies Act. In this case the Board of Managing Directors is authorised to adjust the information relating to the number of shares in the articles of association.

The authorisation can be used in its entirety or in partial amounts, over one or more occasions, individually or together by the company, but also through its direct or indirect 100% participations or from third parties for the account of the company. Use of its own shares in accordance with the authorisations under point (ii) and (iii) requires the approval of the Supervisory Board in respect of the authorisation under point (iii) however only insofar as the object of the respective transaction exceeds 5% of the company's liable capital in accordance with the German Banking Act. If the company's own shares are used in accordance with the authorisations under points (ii), (iii), (iv) and (v) the shareholders' subscription right is excluded. The Board of Managing Directors will inform the General Meeting of the reasons and purpose for the acquisition of the company's own shares, of the number of shares acquired and the amount of the share capital apportionable to this number, of the fraction of the share capital as well as nominal value of the shares.

9 Authorisation for the use of derivatives within the framework of the acquisition of company's own shares in accordance with § 71 para. 1 no. 8, Companies Act

The Board of Managing Directors and the Supervisory Board propose deciding as follows:

Under the authorisation to be approved under agenda item 8 for the acquisition of the company's own shares the purchase of the shares may be carried out using put or call options in addition to the ways described under agenda item 8. The company can

sell put options to third parties for the physical supply of shares to third parties and purchase call options from third parties, if the option conditions guarantee that these can only be met by the purchase of shares, which have been purchased in accordance with the equality principle (§ 53a, Companies Act). In this respect all share acquisitions made using put or call options are limited to within the scope of the maximum 5% of the issued share capital at the time of the passing of the resolution at the General Meeting relating to this authorisation. The lifetimes of the options must expire no later than 27th February 2010.

The purchase price per share, based on the exercise of options may not exceed the arithmetic mean of the stock market price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days before the closure of the relevant option trade by a value which is greater than or less than 10% of this value (excluding acquisition costs).

The disposal and cancellation of own shares acquired using derivatives may take place in accordance with the rules specified under agenda item 8.

10 Authorisation to issue convertible bonds and/or bonds with warrants as well as a conditional capital increase with exclusion of the subscription rights as well as cancellation of the currently existing residual authorisation to issue convertible bonds and/or bonds with warrants as well as resultant conditional capital increase with corresponding change to the articles of association

The Board of Managing Directors and the Supervisory Board propose deciding as follows:

(a) Cancellation of the existing authorisation

The currently existing residual authorisation to issue convertible bonds and/or bonds with warrants of 9th September 2004 as well as the corresponding conditional capital to the value of 13,667.84 € is cancelled.

(b) Authorisation to issue convertible bonds and/or bonds with warrants.

The Board of Managing Directors is authorised, until 27th August 2013 to issue over one or more occasions, bearer convertible bonds and/or convertible bonus shares (both referred to in the following as “debenture bonds”) to the total nominal value of up to 900,000,000.00 € with a lifetime of no more than 20 years and to issue the bearers of convertible bonds options and conversion rights of up to a total of 48,339,843 of company no-par value bearer shares equivalent to a fractional amount of the share capital of up to 123,749,998.08 € according to the details of the respective conditions of the debenture bonds (hereinafter “bond terms”).

The bonds may, in addition to €, also be issued in any legal currency of an OECD country – up to a limit equivalent to 900,000,000.00 €. They may also be issued by companies with their registered offices either within Germany or abroad, in which the IKB Deutsche Industriebank AG holds, directly or indirectly, a majority interest (hereinafter “Group companies”). In this case, the Board of Managing Directors is authorised, subject to the approval of the Supervisory Board of the IKB Deutsche Industriebank AG, to provide a guarantee for the bonds and issue the holders of bonds with attached warrants or the holders of convertible bonds, rights of conversion into new shares in IKB Deutsche Industriebank AG.

The shareholders have a fundamental right to exercise their subscription right over the bonds. The bonds can also be taken up by a bank or a company (hereinafter "financial institute") as defined according to § 53 para. 1 sentence 1 or § 53b para. 1 sentence 1 or para. 7 KWG (German Banking Act) or a consortium of such banks or financial institutes with the obligation that they be offered to shareholders with a right of subscription. The Board of Managing Directors is however authorised, subject to the approval of the Supervisory Board, to exclude the right of subscription of the shareholders to the bonds,

- insofar as they were issued for cash and the Board of Managing Directors, after mandatory checks, have come to the conclusion that, the issue price, in accordance with recognized financial methods, is not significantly below the calculated theoretical market value of the debenture bonds. However, this is only valid insofar as the shares required to service the option or conversion rights associated with the debenture bonds do not exceed 10% of the company share capital at the time of the resolution or, if this value is less, at the time of exercising of this authorisation. To be considered in the 10% limit are shares of the IKB Deutsche Industriebank AG, which in direct or corresponding application of § 186 para. 3 sentence 4, Companies Act are issued during the period of validity of this authorisation up until the time of its use or are sold by the company;
- to exclude any fractional amounts which arise from the subscription rights ratio;
- insofar as it is necessary, to grant a right of subscription to holders of option rights or holders of a conversion privilege, which have been or are to be issued by the company or group companies insofar as this would be the case upon exercising of the rights.

Where convertible bonds are issued, the holders of the convertible bonds receive the right to convert their convertible bonds, according to the precise details of the bond conditions, into new company shares. The conversion ratio is defined as the division of the nominal amount of a partial debenture by the fixed conversion price per company share. In every case the conversion ratio can be rounded up or down to a whole number. Moreover, it can be provided for that fractions are joined together and/or compensated for in cash.

Where convertible bonds are issued, every convertible bond has one or more attached warrants, which give the holder, according to the details of the bond conditions to be specified by the Board of Managing Directors, the right to subscribe for new shares in IKB Deutsche Industriebank AG. For convertible bonds issued by the company and priced in €, the bond conditions may provide that subject to the provisos of this authorisation, the option price specified by this authorisation may be fulfilled by the allotment of partial convertible bonds and, as required, by a cash payment. The fractional amount of the share capital applicable to the shares to be acquired for each partial convertible bond, may not exceed the nominal amount of this partial convertible bond. Insofar as fractions of shares are created as a result, it can be provided that these fractions are added, against additional payment where appropriate, in accordance with the provisos of the bond conditions in order to subscribe for entire shares.

Insofar as the bonds do not specify any mandatory conversion, the option or conversion price corresponds to the lower amount of 130% of the volume-weighted average value of the share prices of IKB shares trading on XETRA (or in a comparable successor system) from the start of a placing with institutional investors up until fixing of the issuing amount of the partial rights (price fixing) and 130% of the of the volume-weighted average value of the share prices of IKB

shares trading on XETRA (or in a comparable successor system) during the last hour prior to price fixing. If the placing with institutional investors does not take place, then the option or conversion price is 130% of the volume-weighted average value of the share price of IKB shares trading on XTRA (or in a comparable successor system) over the last five trading days prior to the price fixing. The lower amount of the two volume-weighted average share prices with an institutional investor placing or – if no such placing takes place prior to price fixing – the volume-weighted average value of the last five trading days will subsequently be referred to as the "reference value".

Where debenture bonds with a mandatory conversion are issued, the conversion price is equal to the following value:

- 100% of the reference price, where the arithmetic mean of the closing price of IKB shares trading on XETRA (or in a comparable successor system) over the 20 trading days ending with the third trading day prior to the conversion date, is less than or equal to the reference value;
- 125% of the reference price, where the arithmetic mean of the closing price of IKB shares trading on XETRA (or in a comparable successor system) over the 20 trading days ending with the third trading day prior to the conversion date, is greater than or equal to 125% of the reference value;
- the arithmetic mean of the closing price of IKB shares trading on XETRA (or in a comparable successor system) over the 20 trading days ending with the third trading day prior to the conversion date, if this value is greater than the reference value and less than 125% of the reference value;
- irrespective of the conditions above, 125% of the reference value, if the holder of the debenture bonds makes use of an existing conversion right prior to the start of the mandatory conversion.

The option or conversion price can, irrespective of § 9 para. 1, Companies Act, for reasons of a dilution prevention clause according to the more detailed specifications of the bond conditions be adjusted in a value conserving manner, if the company increases the share capital before the expiry of the option or conversion term while adhering to the right of subscription of its shareholders or where it issues or guarantees further debenture bonds and the holders of already existing options or conversions rights are in this respect granted no right of subscription. The bond conditions may also provide, in the case of other company actions, which result in a dilution of the value of the option or conversion rights, a value conserving adjustment of the option or conversion price.

The bond conditions may provide the company with the right, where options are exercised or a conversion made, not to issue shares but rather to pay a monetary amount, which corresponds to the value of the number of shares otherwise to be issued, where the price is determined from the non-volume-weighted company share price in the closing auction of XETRA trading on the Frankfurt stock market (or in a comparable successor system) over the last 10 trading days before the declaration of conversion or exercising of the option.

The fulfilment of the right of subscription or the right of conversion of the holder of the debenture bonds can moreover be fulfilled by transfer of the company's own shares as well as through issuance of new shares through conditional and/or authorised capital in accordance with agenda item 11 of the company General Meeting of 28th August 2008 or at a later point in time still to be decided.

The Board of Managing Directors is authorised to define or specify, in agreement with the elements of the issuing group company, the further details of the issuing and endowment of the debenture bonds as well as the bond conditions, in particular the interest rate, issue price, maturing date and denomination, subscription or conversion ratio, foundation of a mandatory conversion, specification of a cash adjustment, compensation or amalgamation of fractions, cash payment in lieu of provision of shares, issuance of existing instead of new shares, option or conversion price according to the existing specifications and option or conversion timeframe.

(c) Creation of a new conditional capital

The company share capital will be conditionally increased by up to 123,749,998.08 € by the issuance of up to 48,339,843 new company no-par value bearer shares with dividend entitlement from the beginning of the financial year.

The conditional capital serves for the issuance of subscription rights and or conversion rights to the holders of options and/or convertible bonds that are issued in accordance with the authorisation of the company General Meeting of the 28th August 2008 by the company or a group company.

Issuance of the new shares takes place under the provision of the existing authorisation described under agenda item 10 point (b), in respect of the option or conversion price to be specified. The conditional capital increase is only to be carried out insofar as the owners or holders of subscription rights or conversion rights make use of these rights or the holders of bonds with a mandatory conversion duty, fulfil this duty and insofar as a cash compensation is not issued or the company's own shares not used or the rights are not met from authorised capital. The Board of Managing Directors is authorised to stipulate the further details for the execution of a conditional capital increase (conditional capital 2008).

(d) Amendment to the articles of association

§ 5 para. 4 of the articles of association is cancelled and extended by a new § 5 para. 4 with the following wording:

“The company share capital will be conditionally increased by up to 123,749,998.08 € by the issuance of up to 48,339,843 new company no-par value bearer shares with dividend entitlement from the beginning of the financial year in which they have been issued.

The conditional capital serves for the issuance of subscription rights and or conversion rights to the holders of options and/or convertible bonds that are issued in accordance with the authorisation of the company General Meeting of 28th August 2008 by the company or a group company. Issuance of the new shares takes place under the provisions of the resolution of the company General Meeting of 28th August 2008, described under agenda item 10 point (b), in respect of the option or conversion price to be specified.

The conditional capital increase is only to be carried out insofar as the owners or holders of subscription rights or conversion rights make use of these rights or the holders of bonds with a mandatory conversion duty, fulfil this duty and insofar as a cash compensation is not issued or the company's own shares not used or the rights are not met from authorised capital. The Board of Managing Directors is authorised to stipulate the further details for the execution of a conditional capital increase (conditional capital 2008).”

11 **Authorised capital with authorisation to exclude subscription rights**

The Board of Managing Directors and the Supervisory Board propose deciding as follows:

- (a) The Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, until 27th August 2013 to increase the company share capital over one or more occasions by up to a total of 500,000,000.00 € for cash and/or assets in kind by the issuance of up to 195,312,500 new company no-par value bearer shares ("authorised capital"). The shareholders have a fundamental subscription right.

However, the Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, to exclude the legal subscription right of the shareholders in the following cases:

- to compensate for fractional amounts;
- if the capital increase is made for cash investment and the shareholding for which the subscription right is excluded, is less than 10% of the share capital at the time of issuance of new shares and the issue price of the new shares is not significantly, in the sense of §§ 203 para. 1 and 2, 186 para. 3 and 4, Companies Act, below the stock market price of the shares already listed at the time of the final specification of the issue price by the Board of Managing Directors. To be included in the capital limit of 10% is the disposal of company's own shares, insofar as this occurs during the term of this authorisation with the exclusion of subscription right in accordance with § 186 para. 3 sentence 4, Companies Act. Shares which are used or are to be used to service debenture bonds or profit-participation certificates with conversion or options rights or a mandatory conversion duty are also to be included in calculating the 10% capital limit, insofar as the debenture bonds have been issued during the term of this authorisation with the exclusion of the subscription right in accordance with § 186 para. 3 sentence 4, Companies Act *mutatis mutandis*.
- insofar as it is necessary to grant a subscription right to new shares to the holders of convertible bonds, convertible bonus shares or warrants with conversion or option rights or mandatory conversion obligations issued or to be issued either by IKB Deutsche Industriebank AG or its direct and indirect 100% participations, as would arise after exercising of the conversion and option rights or after fulfilling the mandatory conversion duty;
- during a capital increase in return for assets in kind, if the new shares, for which the right of subscription is excluded, constitute a total fractional shareholding which does not exceed 20% of the share capital at the time of issuing of the new shares.

The Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, to specify the further details of the implementation of the capital increases from the authorised capital. The Supervisory Board is authorised to adopt the wording of the articles of association in accordance with the respective use of the authorised capital and, if the conditional capital is not or not completely used by 27th August 2013 after the expiry of the authorisation.

- (b) The existing § 5 para. 5 and 6 of the articles of association become § 5 para. 6 and 7 and the following § 5 para. 5 is inserted in the articles of association:

“The Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, until 27th August 2013 to increase the company share capital over one or more occasions by up to a total of 500,000,000.00 € for cash and/or assets in kind by the issuance of up to 195,312,500 new company no-par value bearer shares (“authorised capital”). The shareholders have a fundamental subscription right.

However, the Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, to exclude the legal subscription right of the shareholders in the following cases:

- to compensate for fractional amounts;
- if the capital increase is made for cash investment and the shareholding for which the subscription right is excluded, is less than 10% of the share capital at the time of issuance of new shares and the issue price of the new shares is not significantly, in the sense of §§ 203 para. 1 and 2, 186 para. 3 and 4, Companies Act, below the stock market price of the shares already listed at the time of the final specification of the issue price by the Board of Managing Directors. To be included in the capital limit of 10% is the disposal of company’s own shares, insofar as this occurs during the term of this authorisation under the exclusion of subscription right in accordance with § 186 para. 3 sentence 4, Companies Act. Shares which are used or are to be used to service debenture bonds or profit-participation certificates with conversion or options rights or a mandatory conversion duty are also to be included in calculating the 10% capital limit, insofar as the debenture bonds have been issued during the term of this authorisation with the exclusion of the subscription right in accordance with § 186 para. 3 sentence 4, Companies Act mutatis mutandis,
- insofar as it is necessary to grant a subscription right to new shares to the holders of convertible bonds, convertible bonus shares or warrants with conversion or option rights or mandatory conversion obligations issued or to be issued either by IKB Deutsche Industriebank Aktiengesellschaft or its direct and indirect 100% participations, as would arise after exercising of the conversion and option rights or after fulfilling the mandatory conversion duty;
- during a capital increase in return for assets in kind, if the new shares, for which the right of subscription is excluded, constitute a total fractional shareholding which does not exceed 20% of the share capital at the time of issuing of the new shares.

The Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, to specify the further details of the implementation of the capital increases from the authorised capital.”

- (c) The Board of Managing Directors is directed to report the present amendments to the articles of association to the commercial register, only once the implementation of the capital increase, agreed under agenda item 6 of the company General Meeting of 27th March 2008, in return for cash, is entered in the commercial register.

Report of the Board of Managing Directors to the General Meeting in accordance with §§ 71 para. 1 no. 8 sentence 5, 186 para. 4 sentence 2, Companies Act to agenda item 8

The Board of Managing Directors provides, in accordance with §§ 71 para. 1 no. 8 sentence 5, 186 para. 4 sentence 2, Companies Act, the following report in respect of agenda item 8, relating to the reasons for the proposed authorisation of the Board of Managing Directors, to exclude the right of subscription of the shareholders in the disposal of company's own shares.

This report can be accessed once the General Meeting has been convened via the web address <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. In addition it is also available for inspection for the duration of the General Meeting in the assembly room. The report contains the following:

The authorisation awarded by the company General Meeting on 31st August 2006 for the acquisition of its own shares in accordance with § 71 para. 1 no. 8, Companies Act has expired and shall be replaced by the proposed new authorisation which remains valid until 27th February 2010.

Board of Managing Directors and Supervisory Board propose to the General Meeting that it awards the company an authorisation to acquire its own shares so that it can use the advantages associated with such purchases in the interest of the company and its shareholders. The Board of Managing Directors will report to the General Meeting over every use of this authorisation.

Through the proposed authorisation the company is placed in the situation of being able to acquire its own shares up to a limit of 10% of the current share capital until 27th February 2010. In so doing, the legally permitted upper limit is preserved. An acquisition must be made via the stock market or by means of a public purchase offer made to all shareholders. If the number of shares tendered at the specified price exceeds the number of shares demanded by the company, then an allocation of the acceptance of the offers for sale must take place. In this respect it should be possible to provide a preferential acceptance of small offers or smaller parts of offers up to a maximum of 100 shares. This option serves to prevent fractional amounts in the specification of acquisition ratios and small residual parcels of shares and thus also simplifies the technical implementation.

The purchased company's own shares will be able to be disposed of via the stock market or through an offer to all shareholders.

- The proposed authorisation allows for the sale of company's own shares to third parties in other ways than via the stock market or via an offer to all shareholders, insofar as the disposal is made for a payment in cash and at a price that is not significantly below the arithmetic mean of the stock market share price of the closing auction in XETRA trading (or in a comparable successor system) on the Frankfurt stock market on the last three trading days prior to the disposal. This will allow the company to issue shares to institutional investors, finance investors or other miscellaneous cooperation partners while at the same time obtaining an as high as possible disposal sum and an optional strengthening of equity because of a near-market price setting. This type of disposal results in an exclusion of the shareholder subscription right, which is, however, legally permissible, as it conforms to the simplified subscription right exclusion of 186 para. 3 sentence 4, Companies Act. This authorisation may only be used up to a level of 10% of the share capital taking into account the proposed authorisation to exploit an authorised capital as well as the authorisation to issue convertible bonds and/or bonds with warrants while excluding the subscription right in accordance with § 186 para. 3 sentence 4, Companies Act (General Meeting agenda items 10 and 11). This ensures that the legally permissible upper limit of 10% of the share capital for such a simplified subscription right exclusion (§ 186 para. 3 sentence 4, Companies Act) is not exceeded. The Board of Managing Directors will report in the General Meeting over every use of this authorisation.

- The authorisation is intended to allow the disposal of shares held in treasury to third parties with exclusion of the shareholder subscription right, insofar as this is for the purpose of the acquisition of companies, parts of companies or holdings in companies. The Board of Managing Directors shall in this case, be placed in a situation, where it can offer company shares in return for the acquisition of such companies or company holdings, without having to carry out a capital increase for this purpose. Such use of company's own shares is subject to

the approval of the Supervisory Board, if the object of a particular transaction is worth more than 5% of the company's liable capital in accordance with the German Banking Act.

National and international competition increasingly requires the possibility of being able to offer shares rather than money as a consideration within the framework of the acquisition of companies or of stakes in other companies. The proposed authorisation will grant the company the necessary flexibility to use its own shares as an acquisition currency and thus to be able to react quickly and flexibly to advantageous offers for the acquisition of companies or stakes in other companies. This is taken into account by the proposed authorisation regarding the exclusion of the shareholder subscription right.

- The authorisation shall further enable the company to use its own shares to service the convertible bonds, convertible bonus shares or warrants with conversion or option rights or mandatory conversion obligations issued either by the company or by companies in which it holds a participation. In the interest of flexible operation, it makes sense to create the possibility of being able to service the share entitlements of convertible bonds, convertible bonus shares or warrants using shares held in treasury. Also, in this way it is possible to exclude the dilution effect triggered by the use of conditional capital for servicing the issued convertible bonds, convertible bonus shares or warrants.

In addition, the option of excluding the subscription right is intended for the case where the acquired company shares are issued as employee shares to employees of the company and its at least 50%-owned participations. Employee shares are an important instrument to attract and retain qualified employees to and with the company. Employee shares are also a means for aligning the employees with the company strategy as well as increasing their motivation to participate in a committed manner in increasing the value of the company.

- Finally, the cancellation of its own shares acquired without the need for a further resolution by the General Meeting, allows the company to match its equity capital through the reduction in the share capital affected by the share cancellation to the particular requirements of the capital market in a quick and flexible manner.

Report of the Board of Managing Directors to the General Meeting in accordance with §§ 221 para. 4, 186 para. 4 sentence 2, Companies Act to agenda item 10

The Board of Managing Directors provides, in accordance with §§ 221 para. 4, 186 para. 4 sentence 2, Companies Act, the following report in respect of agenda item 10, relating to the reasons for the proposed authorisation of the Board of Managing Directors, subject to the approval of the Supervisory Board, to issue shares with exclusion of the shareholder subscription right.

This report may also be accessed once the General Meeting has been convened via the web address <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. In addition it is also available for inspection for the duration of the General Meeting in the assembly room. The report contains the following:

The proposed authorisation to issue bonds up to the total nominal value of 900,000,000.00 €, shall expand the options of the IKB Deutsche Industriebank AG to finance its activities and allow the Board of Managing Directors, subject to the approval of the Supervisory Board, to open up a path to more flexible and prompt financing, especially when more favourable capital market conditions pertain.

The shareholders have a fundamental right to exercise their subscription right over the debenture bonds. To simplify processing, provision is made to allow issuing of the debenture bonds to a bank or a consortium of banks, which will then be responsible for offering the debenture bonds to the shareholders in accordance with their existing participation rate (so-called indirect subscription right). The Board of Managing Directors shall, subject to the approval of the Supervisory Board, be authorised, in certain cases, to exclude the shareholders' legal subscription right.

The intended subscription right exclusion for fractional amounts enables the use of the requested authorisation in full amounts. This subscription right exclusion makes sense and is standard practice; because the costs associated with regular trading in partial subscription rights is not worthwhile when compared with the advantages that would accrue to the shareholders from such an action. The dilution effect due to the restriction of fractional amounts is negligible. The bonds resulting from the subscription exclusion are used as effectively as possible.

The subscription right exclusion in favour of the holders of future, possibly to be issued bonds acts to position the holders as if they had already made use of their rights from the bond and were already shareholders. This dilution protection prevents the possibility that the option or conversion prices for the debenture bonds already issued would have to be reduced. As a result, a higher inflow of funds is assured.

The Board of Managing Directors shall finally be authorised, subject to the approval of the Supervisory Board, to exclude the shareholder subscription right, if the issuing of debenture bonds takes place at a price, which in accordance with recognized financial mathematical methods, does not significantly fall below the calculated theoretical market value of these loans. As a result, the company has the option of being able to very quickly exploit short-term market situations and through a close to the market specification of the conditions, obtain better conditions for interest rates and option or conversion prices for the debenture bonds. This would not be possible if the legal subscription right was honoured. Indeed, § 186 para. 2, Companies Act provides for a publication of the subscription price (and for debenture bonds, the conditions) up to the last but two days of the subscription period. Bearing in mind the volatility in the stock markets, this would lead to deducted safety margins due to the existence of market risk over several days during the specification of the conditions of the debenture bonds, and thus to less close to market conditions. Moreover, the honouring of the legal subscription right endangers the successful placing of the debenture bonds through third parties due to the uncertainty and/or results in additional charges. Finally, if the length of the minimum subscription period of two weeks for the legal subscription right is honoured, it impedes the reaction to favourable or unfavourable market conditions, which can lead to non-optimum capital creation.

Shareholder interests are preserved in this subscription right exclusion, insofar that the debenture bonds may not be issued at prices significantly below their theoretical market value, as a result of which the calculated value of the subscription right falls almost to zero. The resolution therefore provides that the Board of Managing Directors must, before issuing of the bonds, be of the opinion that the intended issue price will not lead to any significant dilution of the value of the shares. Insofar as the Board of Managing Directors considers it prudent to obtain professional advice in any given situation, it may use the services of experts, e.g. from syndicate member banks, an independent investment bank or an expert in the field, who will confirm to the Board of Managing Directors that no significant dilution of shareholder value is to be expected. Independent of any checking by the Board of Managing Directors, specification of conditions in line with the market, as already mentioned, is guaranteed where a book-building process is implemented. Indeed, according to the proposed authorisation, the debenture bonds are offered at a fixed issue price; however, if individual conditions of the debenture bonds are specified on the basis of investor purchase orders, then the overall value of the debenture bonds is defined in a near to market manner. All of which ensures that no significant dilution of share value takes place due to the subscription right exclusion. Moreover this type of subscription right exclusion is limited to debenture bonds with rights to shares forming a fraction of no more than 10% of the share capital at the time of the resolution being made or - if this value is less - at the time of the execution of this authority. Within this framework, the legislators consider it conceivable that the shareholders may maintain their existing percentage shareholding or participation rate by making purchases in the market. To be included in this 10% limit are shares in the IKB Deutsche Industriebank AG, which are issued or acquired in direct or corresponding application of § 186 para. 3 sentence 4, Companies Act during the period of validity of this authorisation up until it has been fully utilised.

Report of the Board of Managing Directors to the General Meeting in accordance with §§ 203 para. 2 sentence 2, 186 para. 3 sentence 4, para. 4 sentence 2, Companies Act to agenda item 11

The Board of Managing Directors provides, in accordance with §§ 203 para. 2 sentence 2, 186 para. 3 sentence 4, para. 4 sentence 2, Companies Act, the following report in respect of agenda item 11, relating to the reasons for the proposed authorisation of the Board of Managing Directors, subject to the approval of the Supervisory Board, to issue shares with exclusion of the shareholder subscription right.

This report may also be accessed once the General Meeting has been convened via the web address <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. In addition, it is also available for inspection for the duration of the General Meeting in the assembly room. The report contains the following:

The Board of Managing Directors shall, subject to the approval of the Supervisory Board, have flexible options at hand which, in the interest of the company, provide financing options for the exploitation of commercial opportunities and for strengthening the capital base. For this reason, the Board of Managing Directors and Supervisory Board propose to the General Meeting, to agree to the creation of an authorised capital in the amount, in total, of up to 500,000,000 €.

The shareholders will be granted a fundamental subscription right when this authorisation is applied. However, in individual cases the Board of Managing Directors is authorised, subject to the approval of the Supervisory Board, to exclude the legal subscription right of the shareholders specified in the resolution proposal.

- The Board of Managing Directors shall be authorised to exclude the subscription right for partial amounts so that in respect of the amount of the respective capital increase a practicable subscription ratio can be created. As a result, the technical implementation of the capital increase is simplified, in particular in the case of a round figure capital increase. The uninvested balance resulting from the shareholder subscription right exclusion, in the form of new shares will either be sold on the stock market or in some other way accounted for which provides optimum benefit to the company.
- The Board of Managing Directors shall, subject to the approval of the Supervisory Board, during a capital increase for cash, be authorised to exclude the subscription right, if the issue price of the new shares is not significantly beneath the stock market price for existing shares. This enables the management to place new shares promptly and at a price close to the market prices, i.e. without the necessary reduction in price that results from a rights issue. As a result a higher issue yield can be obtained, which serves the interests of the company.

The shareholders' need for protection against dilution of their shareholding is accounted for by the limited size of the capital increase as well as an issue price that is close to the stock market price for existing shares. The proposed authorisation awards the Board of Managing Directors the option of excluding the subscription right, only if shares issued in accordance with § 186 para. 3 s. 4, Companies Act, neither at the time of use of the authorisation nor at the time of the resolution of this authorisation, exceed 10% of the share capital. To be included in this limit is the disposal of company's own shares, insofar as this occurs during the term of this authorisation under the exclusion of subscription right in accordance with § 186 para. 3 sentence 4, Companies Act. In addition, shares which are used or are to be used to service debenture bonds with conversion or options rights or a mandatory conversion duty are also to be included in the total, insofar as the bonds have been issued during the term of this authorisation with the exclusion of the subscription right in accordance with § 186 para. 3 sentence 4, Companies Act *mutatis mutandis*. Furthermore, shareholders have essentially the option to maintain their percentage shareholding by purchasing shares in approximately similar conditions via the stock market because the issue price is near to the stock market price and the capital increase free from subscription right is limited.

- Moreover the Board of Managing Directors shall be authorised to be able to exclude the subscription right insofar as this is necessary, in order to fulfil the right of the owners of issued convertible bonds, convertible bonus shares or warrants (hereinafter debenture bonds) to

- acquire new shares. The subscription right exclusion in favour of the holders of future possibly to be issued debenture bonds, acts to position the holders as if they had already made use of their rights from the debenture bond and were already shareholders. This simplifies the placing of debenture bonds and serves the interests of the shareholders in the achievement of an optimum financial structure for the company. To be able to provide the debenture bonds with such a dilution protection device, the subscription right of shareholders to these shares must be excluded. This dilution protection prevents the possibility that the option or conversion prices for the already issued debenture bonds would have to be reduced. As a result, a higher inflow of funds is assured.
- The proposed authority is intended to authorise the Board of Managing Directors in an increase of the share capital in return for assets in kind, to exclude the subscription right of shareholders, if the new shares, for which the right of subscription is excluded, constitute a total fractional shareholding which does not exceed 20% of the share capital at the time of the passing of the resolution. Consequently the Board of Managing Directors is able to use company shares in suitable individual cases to acquire companies, parts of companies, holdings in companies or other assets. Thus if the need arises during negotiations, shares can be offered as an alternative to money. The possibility, of offering company shares as a consideration, creates a competitive advantage in efforts to acquire interesting acquisition targets as well as the necessary room for manoeuvre, thus providing opportunities in the acquisition of companies, parts of companies, holdings in companies or other assets, while at the same time conserving liquidity. Transfer of shares in lieu of payment may also make sense from the point of view of maintaining an optimum company finance structure. The company suffers no disadvantage as a result of this because a prerequisite to the issuing of shares in consideration for assets is that the value of the assets is equivalent to the value of the shares. The Board of Managing Directors will ensure, in determining the valuation relationship, that the interests of the company and shareholders are preserved and a fair issue price for the new shares is achieved. Currently, there are no concrete acquisition intentions for which the option of use of the authorised capital with exclusion of the subscription rights are to be made.

In each individual case the Board of Managing Directors will carefully check whether the authorisation for a capital increase with the exclusion of subscription right should be made use of, and it will only do this if, in both its own opinion and the opinion of the Supervisory Board, the use of such an authorisation is in the interests of the company and its shareholders. The General Meeting will be informed of any use or proposed use of the authorisation. In all cases proposed here that involve an exclusion of the subscription right the approval of the Supervisory Board is required.

Total number of shares issued and voting rights

The total number of shares issued at the time of convening of the General Meeting is 96,794,661 shares. The total number of voting rights which can be exercised at the time of convening of the General Meeting is 96,794,661 votes.

Participation in the General Meeting

Only those shareholders who registered prior to the General Meeting have the right to participate in the General Meeting and to exercise their right to vote. Moreover, the shareholders must prove their right to participate in the General Meeting by means of a proof of the shareholding at the start of the twenty-first day prior to the General Meeting (Thursday, 7th August 2008, 00.00 hours MEST) provided by the custodian bank or financial institute is required.

Registration and proof of the shareholding must be in text-format in German or English. Registration and provision of proof must be received no later than the seventh day prior to the General Meeting (Thursday, 21st August 2008, 24.00 hours MEST) to the

IKB Deutsche Industriebank AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
D – 80637 Munich
Fax: +49 (0)89/ 210 27 289
E-Mail: meldedaten@haubrok-ce.de.

Proxy voting

Shareholders who do not wish to participate in person at the General Meeting, can also exercise their right to vote through a proxy, e.g. via a bank or a shareholders' association. Proxies, which are not assigned to another bank or a shareholders' association, must be in written form.

In addition, we offer our shareholders the right, prior to the General Meeting, to appoint a proxy named by the company. The proxy will vote in accordance with the instructions of the shareholders. Proxies and instructions must be issued in writing. Without issuing of appropriate instructions, the proxy is invalid. Shareholders who wish to take advantage of this option, require an entrance card for the General Meeting. To ensure the timely receipt of the entry card, it should be ordered as soon as possible.

Please be aware that the company's proxy agent has no right to speak or ask questions, to make any proposal, or to raise an objection against General Meeting resolutions and that the proxy agent will abstain during a vote on any shareholder proposals during the General Meeting which have not been announced in advance.

Proposals and shareholder voting recommendations

Shareholder proposals and voting recommendations in the sense of § 126, Companies Act and § 127, Companies Act may only be sent to:

IKB Deutsche Industriebank AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
D – 80637 Munich
Fax: +49 (0)89/ 210 27 289
E-Mail: meldedaten@haubrok-ce.de

Proposals and voting recommendations received in due time from shareholders in respect of the items of this agenda will, upon demonstration of membership of the shareholder's register by the proposer and insofar as they are to be made accessible to other shareholders, be made accessible on the company website under <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. Any opinion of the management will likewise be made available there.

Broadcasting of the General Meeting via the internet

The opening speeches of the chair of the meeting and the Chairman of the Board of Managing Directors can be followed by anybody interested via the internet. Access is provided via the company website under <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. The speech of the Chairman of the Board of Managing Directors will also be available as a recording after the conclusion of the General Meeting.

Düsseldorf, July 2008

IKB Deutsche Industriebank Aktiengesellschaft

The Board of Managing Directors

Appendix to agenda item 6:

The Supervisory Board members proposed under agenda item 6, are members of a legally formed Supervisory Board (a)) or a comparable German or foreign supervisory body (b)) of the following companies:

Dr. Jens Baganz

- a) Messe Düsseldorf GmbH
- b) NRW.INVEST GmbH (Chairman)
NRW.International GmbH (Chairman)
Entwicklungsgesellschaft Zollverein mbH
Forschungszentrum Jülich GmbH
NRW.BANK
NRW Japan K.K.
ZENIT GmbH

Detlef Leinberger

- a) –
- b) –

Roland Oetker

- a) Deutsche Post AG
Volkswagen AG
- b) Dr. August Oetker KG (Deputy Chairman)
RAG-Stiftung

Dr. Christopher Pleister

- a) –
- b) Sennheiser electronic GmbH & Co. KG

Dr. Martin Viessmann

- a) Messe Frankfurt GmbH
Schott AG