



IKB Deutsche Industriebank Aktiengesellschaft

Düsseldorf

ISIN DE 0008063306

ISIN DE 000A0SMN29

Dear Shareholder,

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

Thursday, 27 August 2009, 10.00 am,

in 40474 Düsseldorf, CCD. Stadthalle, Congress-Center Düsseldorf, Rotterdamer Strasse, Germany.

Agenda

- 1 Submission of the adopted annual financial statements and the management report, the approved consolidated financial statements and the Group management report for the 2008/2009 financial year (including the reports of the Board of Managing Directors on the disclosures in line with section 289 (4), section 315 (4) of the *Handelsgesetzbuch* (HGB – German Commercial Code) and the report of the Supervisory Board**

The above documents are available on the Internet at <http://www.ikb.de/content/de/ir/finanzberichte/index.jsp> from the time the Annual General Meeting is convened. They will also be available for viewing at the Annual General Meeting.

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

The ratification of the members of the Board of Managing Directors in office for the 2008/2009 financial year shall be voted on personally, i.e. by way of the ratification of individual members.

The Board of Managing Directors and the Supervisory Board propose

- to ratify Mr. Hans Jörg Schüttler for his term in office as a member of the Board of Managing Directors from 1 November 2008 to 31 March 2009,
- to ratify Dr. Günther Bräunig for his term in office as a member of the Board of Managing Directors from 1 April 2008 to 31 October 2008,
- to ratify Dr. Dieter Glüder for his term in office as a member of the Board of Managing Directors from 1 April 2008 to 31 March 2009,
- to ratify Dr. Reinhard Grzesik for his term in office as a member of the Board of Managing Directors from 1 April 2008 to 31 March 2009,

- (e) to ratify Dr. Andreas Leimbach for his term in office as a member of the Board of Managing Directors from 1 April 2008 to 31 January 2009,
- (f) to ratify Mr. Claus Momburg for his term in office as a member of the Board of Managing Directors from 1 April 2008 to 31 March 2009,
- (g) to ratify Dr. Michael H. Wiedmann for his term in office as a member of the Board of Managing Directors from 1 March 2009 to 31 March 2009.

3 Resolution on the ratification of the members of the Supervisory Board

The ratification of the members of the Supervisory Board in office for the 2008/2009 financial year shall be voted on personally, i.e. by way of the ratification of individual members.

The Board of Managing Directors and the Supervisory Board propose

- (a) to ratify Mr. Dieter Ammer for his term in office as a member of the Supervisory Board from 1 April 2008 to 30 November 2008,
- (b) to ratify Mr. Jörg Asmussen for his term in office as a member of the Supervisory Board from 1 April 2008 to 27 May 2008,
- (c) to ratify Mr. Jens Baganz for his term in office as a member of the Supervisory Board from 1 April 2008 to 30 November 2008,
- (d) to ratify Mr. Stefan A. Baustert for his term in office as a member of the Supervisory Board from 25 March 2009 to 31 March 2009,
- (e) to ratify Mr. Wolfgang Bouché for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (f) to ratify Mr. Olivier Brahin for his term in office as a member of the Supervisory Board from 22 January 2009 to 31 March 2009,
- (g) to ratify Mr. Hermann Franzen for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 December 2008,
- (h) to ratify Dr. Lutz-Christian Funke for his term in office as a member of the Supervisory Board from 22 January 2009 to 31 March 2009,
- (i) to ratify Mr. Ulrich Grillo for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (j) to ratify Mr. Arndt G. Kirchhoff for his term in office as a member of the Supervisory Board from 25 March 2009 to 31 March 2009,
- (k) to ratify Dr. Karsten von Köller for his term in office as a member of the Supervisory Board from 16 December 2008 to 31 March 2009,
- (l) to ratify Mr. Detlef Leinberger for his term in office as a member of the Supervisory Board from 1 April 2008 to 6 October 2008,
- (m) to ratify Mr. Jürgen Metzger for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (n) to ratify Mr. Werner Möller for his term in office as a member of the Supervisory Board from 28 August 2008 to 18 November 2008,

- (o) to ratify Dr. Claus Nolting for his term in office as a member of the Supervisory Board from 22 January 2009 to 31 March 2009,
- (p) to ratify Mr. Werner Oerter for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 December 2008,
- (q) to ratify Mr. Roland Oetker for his term in office as a member of the Supervisory Board from 1 April 2008 to 30 November 2008,
- (r) to ratify Mr. Dieter Pfundt for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 December 2008,
- (s) to ratify Dr. Christopher Pleister for his term in office as a member of the Supervisory Board from 28 August 2008 to 1 February 2009,
- (t) to ratify Dr. (honorary) Eberhard Reuther for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (u) to ratify Mr. Randolph Rodenstock for his term in office as a member of the Supervisory Board from 1 April 2008 to 3 December 2008,
- (v) to ratify Ms. Rita Röbel for her term in office as a member of the Supervisory Board from 1 April 2008 to 30 November 2008,
- (w) to ratify Dr. Michael Rogowski for his term in office as a member of the Supervisory Board from 1 April 2008 to 28 August 2008,
- (x) to ratify Mr. Jochen Schametat for his term in office as a member of the Supervisory Board from 1 April 2008 to 30 November 2008,
- (y) to ratify Mr. Bruno Scherrer for his term in office as a member of the Supervisory Board from 30 October 2008 to 31 March 2009,
- (z) to ratify Dr. Carola Steingraber for her term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (aa) to ratify Dr. Alfred Tacke for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 December 2008,
- (bb) to ratify Dr. Andreas Tuczka for his term in office as a member of the Supervisory Board from 22 January 2009 to 31 March 2009,
- (cc) to ratify Dr. Martin Viessmann for his term in office as a member of the Supervisory Board from 1 April 2008 to 25 March 2009,
- (dd) to ratify Mr. Ulrich Wernecke for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009,
- (ee) to ratify Mr. Andreas Wittmann for his term in office as a member of the Supervisory Board from 1 April 2008 to 31 March 2009.

4 Election of the auditor

The Supervisory Board proposes

- (a) to elect PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor of the annual financial statements and the consolidated financial statements for the 2009/2010 financial year and

- (b) to elect PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor for the review of the condensed financial statements and the interim management report for the first half of 2009/2010 financial year.

5 Elections to the Supervisory Board

In accordance with section 96 (1), section 101 (1) of the *Aktiengesetz* (AktG – German Stock Corporation Act), sections 1, 4 (1) of the *Drittelbeteiligungsgesetz* (DrittelbG – German One-third Employee Participation Act) and in line with Article 8 (1) of the Articles of Association of IKB Deutsche Industriebank Aktiengesellschaft, the Supervisory Board consists of ten members elected by the Annual General Meeting and five elected by the employees. The Annual General Meeting is not bound to election proposals.

The Supervisory Board proposes

- (a) to re-elect Dr. Karsten von Köller, Frankfurt am Main, Managing Director of Lone Star Germany GmbH, whose term in office ends as of this Annual General Meeting, for the period until the end of the Annual General Meeting that resolves the ratification of the members of the Supervisory Board for the 2011/12 financial year;
- (b) to re-elect Dr. Claus Nolting, Munich, CEO of COREALCREDIT BANK AG, whose term in office ends as of this Annual General Meeting, for the period until the end of the Annual General Meeting that resolves the ratification of the members of the Supervisory Board for the 2011/12 financial year;
- (c) to re-elect Dr. Thomas Rabe, Berlin, member of the Management Board of Bertelsmann AG, appointed to the Supervisory Board by way of resolution of the Düsseldorf Local Court to replace Dr.-Ing. E.h. Eberhard Reuther as a member of the Supervisory Board following the latter's departure, for the period until the end of the Annual General Meeting that resolves the ratification of the members of the Supervisory Board for the 2011/12 financial year.

The German Federal Government has waived its right currently still existing under § 8 para. 1 of the articles of association to nominate a member for election to the Supervisory Board.

The current mandates of the candidates for election as shareholder members of the Supervisory Board can be found in the Annex to this invitation.

6 Authorisation to acquire treasury shares for the purpose of securities trading in accordance with section 71 (1) no. 7 AktG

The authorisation to acquire treasury shares for the purpose of securities trading in accordance with section 71 (1) no. 7 AktG resolved by the Annual General Meeting on 28 August 2008 expires on 27 February 2010.

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

The Board of Managing Directors is authorised to acquire and sell treasury shares for the purpose of securities trading until the end of 26 February 2011. The amount of shares acquired for this purpose cannot exceed 5% of the share capital at the end any one day. Together with the treasury shares acquired for other reasons that are in the possession of the Company or that are assigned to it in accordance with sections 71a ff. AktG, the treasury shares acquired on the basis of this authorisation cannot exceed 10% of the share

capital at any time. The purchase price per share (not including incidental costs of acquisition) cannot be more than 20% higher or lower than the arithmetic mean of the share prices of the Company in Xetra trading (or a similar successor system) on the last three trading days before the acquisition of the shares is finally decided.

The authorisation to acquire treasury shares for the purpose of securities trading currently in place, granted by the Annual General Meeting on 28 August 2008 and limited to 27 February 2010, is revoked from the time that the new authorisation takes effect.

7 Authorisation to acquire and use treasury shares in accordance with 71 (1) no. 8 AktG while disapplying pre-emption subscription rights

The authorisation to acquire treasury shares in accordance with section 71 (1) no. 8 AktG resolved by the Annual General Meeting on 28 August 2008 expires on 27 February 2010.

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

- (a) The Company is authorised until 26 February 2011 to acquire treasury shares in a volume of up to 10% of the share capital for purposes other than securities trading. Together with the treasury shares acquired for trading purposes and other reasons that are in the possession of the Company or that are assigned to it in accordance with sections 71a ff. AktG, the treasury shares acquired on the basis of this authorisation cannot exceed 10% of the share capital of the Company at any time.

The shares can be acquired on the stock exchange or by way of a public bid to all shareholders.

If the shares are purchased on the stock exchange, the purchase price per share (not including incidental costs of acquisition) cannot be more than 20% higher or lower than the arithmetic mean of the share prices of the Company in Xetra trading (or a similar successor system) on the last three trading days before the acquisition of the shares is finally decided.

If the shares are purchased by way of a public bid to all shareholders of the Company, the purchase price offered per share cannot be more than 10% higher or lower than the arithmetic mean of the share prices of the Company in Xetra trading (or a similar successor system) on the last three trading days before the date of decision by the Board of Managing Directors to make the bid. If the number of shares offered exceeds the prescribed maximum number of shares that the Company can buy back, acceptance shall be proportionate. In addition, preferred acceptance of lower numbers of up to 100 shares offered per shareholder can be provided for.

The authorisation can be exercised in full or in partial amounts on one or several occasions, in isolation or in combination with the acquisition options described above by the Company or also by directly and indirectly wholly owned subsidiaries or by third parties on account of the Company.

- (b) The Board of Managing Directors is authorised to use the treasury shares acquired on the basis of the authorisation under a) above for the following purposes:
- i. sale on the stock exchange or by way of offer to all shareholders;
 - ii. sale by any method other than on the stock exchange or offer to all shareholders if the sale is against cash and at a price not significantly less

than the arithmetic mean of the share prices of the Company in Xetra trading (or a similar successor system) on the last three trading days before the day on which the sale is finally decided. The number of shares to be sold together with the new shares issued in the period of this authorisation on the basis of authorisations to increase capital while disapplying pre-emption subscription rights in accordance with section 186 (3) sentence 4 AktG cannot exceed 10% of the share capital at the time this authorisation becomes effective and is exercised. Furthermore, the shares issued or to be issued in the period of this authorisation to serve bonds or profit participation certificates with conversion and/or option rights or conversion duties shall count towards this restriction to 10% of the share capital if the bonds or profit participation certificates were issued on the basis of an authorisation in effect during the effective period of this authorisation to issue bonds or profit participation certificates in accordance with section 186 (3) sentence 4 AktG while disapplying pre-emption subscription rights;

- iii. transfer to third parties against non-cash contribution as part of business combinations or on acquisition of companies, parts of companies or participations in companies;
- iv. delivery to an bearers of convertible bonds, convertible profit participation certificates or option certificates with conversion or option rights or conversion duties issued by the Company or its directly and indirectly wholly owned subsidiaries in accordance with the conversion or option terms and conditions;
- v. issue as employee shares to employees of the Company and its subsidiaries in which it holds an interest of at least 50%;
- vi. recall, without the requirement of a further resolution by the Annual General Meeting for the recall or the performance of the recall. The recall shall lead to a capital reduction. In deviation from this, the Board of Managing Directors can determine that the share capital remain unchanged by the recall and that instead the share in share capital of the other shares increases as a result of the recall in accordance with section 8 (3) AktG. In event of this, the Supervisory Board shall be authorised to adjust the number of shares stated in the Articles of Association.

The authorisations can be exercised on one or several occasions, in full or in partial amounts, individually or jointly by the Company or also by directly and indirectly wholly owned subsidiaries or by third parties on account of the Company. The use of treasury shares in line with the authorisations under (ii) and (iii) require the approval of the Supervisory Board, however, the use of treasury shares in line with the authorisation (iii) only requires the approval of the Supervisory Board if the subject of the respective transaction exceeds 5% of the liable equity of the Company as per the *Kreditwesengesetz* (KWG – German Banking Act). The pre-emption subscription right of shareholders shall be disapplying on use of treasury shares in line with the authorisations under (i) (with the exception of the offer to all shareholders) (ii), (iii), (iv) and (v). The Board of Managing Directors shall inform the Annual General Meeting of the reasons for and purpose of the acquisition of treasury shares, the number of acquired shares and the amount of share capital for which they account, their share of share capital and the value of the shares in each case.

- c) The authorisation to acquire and use treasury shares in accordance with 71 (1) no. 8 AktG currently in place, granted by the Annual General Meeting on 28 August 2008 and limited to 27 February 2010, is revoked from the time that the new authorisation takes effect.

8 Authorisation to use derivatives in the acquisition of treasury shares in accordance with section 71 (1) no. 8 AktG

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

Under the authorisation to acquire treasury shares to be resolved under item 7 of the agenda, put or call options can also be used in addition to the methods described there to acquire treasury shares. The company can sell put options based on physical delivery to third parties and call options from third parties if it is ensured by the option conditions that these options are fulfilled only with shares which themselves were acquired subject to the principle of equal treatment (section 53a AktG). All share acquisitions using put or call options are limited to shares of a maximum volume of 5% of the share capital at the time of the resolution on this authorisation by the Annual General Meeting. The terms of the options must end no later than on 26 February 2011.

The purchase price per share (not including incidental costs of acquisition) when exercising the options cannot be more than 10% higher or lower than the arithmetic mean of the share prices of the Company in Xetra trading (or a similar successor system) on the last three trading days before the conclusion of the option transaction in question.

The disposal and recall of treasury shares using derivatives can be carried out in line with the regulations stipulated under item 7 of the agenda.

9 Resolution on the amendment of Article 2 (2) of the Articles of Association

With regard to the extension of the product range of IKB, such as financial business consulting for small and medium-sized enterprises on restructuring and reorganisation matters and M&A transactions, Article 2 (2) of the Articles of Association (Object of the Company) must be amended.

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

Article 2 (2) of the Articles of Association will be amended as follows:

"The Company can perform banking transactions of all kinds and render associated financial and other services, including in particular consulting and brokerage services."

10 Resolution on amendments to the Articles of Association with regard to the *Aktionärsrechte-Richtlinie-Umsetzungsgesetz* (ARUG – Act on the Implementation of the Shareholders' Rights Directive)

The amendments to the Articles of Association are intended to change the regulations for registration for the Annual General Meeting, proof of shareholdings as a precondition for the participation in the Annual General Meeting and the granting of a proxy in line with the provisions of the German Act on the Implementation of the Shareholders' Rights Directive passed by the Bundestag on 28 May 2009. The deadline for registration and receipt of eligibility for the Annual General Meeting is set at least six days (previously seven days)

before the Annual General Meeting, whereas the day of receipt is not included. Proxies will no longer require written form; text form will suffice.

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

(a) Article 14 (1) sentence 2 of the Articles of Association will be amended as follows:

"Registrations must be received by the Company or an office nominated in the invitation six days before the Annual General Meeting; the day of the Annual General Meeting and the day of receipt of the registration are not included in this figure."

(b) Article 14 (2) sentence 3 of the Articles of Association will be amended as follows:

"It must be received by the Company or an office nominated in the invitation six days before the Annual General Meeting; the day of the Annual General Meeting and the day of receipt of the proof of shareholding are not included in this figure."

(c) Article 14 (3) of the Articles of Association will be amended as follows:

"Voting rights can be exercised by agents. If this agent is not a bank, shareholder association or a person or institution considered equal to these in accordance with sections 135, 125 AktG, the authorisation, its cancellation and the evidence of authorisation must be presented to the Company in text form (section 126b of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code). The granting of authorisation, its cancellation and evidence of authorisation can also be presented by way of an electronic channel to be specified further by the Company. The details will be presented in the invitation to the Annual General Meeting."

Report of the Board of Managing Directors to the Annual General Meeting in accordance with section 71 (1) no. 8 sentence 5, section 186 (4) sentence 2 AktG on items 7 and 8 of the agenda

In accordance with section 71 (1) no. 8 sentence 5, section 186 (3) sentence 4, (4) sentence 2 AktG, the Board of Managing Directors shall issue the following report on items 7 and 8 of the agenda on the reasons for the proposed authorisation of the Board of Managing Directors to disapply the pre-emption subscription rights of shareholders when disposing of treasury shares of the Company.

This report will be available on the Internet at <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp> from the time the Annual General Meeting is convened. It shall also be available for inspection in the assembly hall for the duration of the Annual General Meeting. The report has the following content:

The authorisation granted by the Annual General Meeting of the Company on 28 August 2008 to acquire treasury shares in accordance with section 71 (1) no. 8 AktG expires on 27 February 2010 and is to be replaced by the proposed new authorisation that runs until the end of 26 February 2011.

The Board of Managing Directors and the Supervisory Board propose to the Annual General Meeting to grant the Company an authorisation to acquire treasury shares so that it can utilise the benefits associated with such an acquisition in the interests of the Company and its shareholders. The Board of Managing Directors shall report to the Annual General Meeting on every utilisation of this authorisation.

As a result of the proposed authorisation, the Company will be able until the end of 26 February 2011 to acquire treasury shares up to 10% of the current share capital. This shall ensure compliance with the maximum legal limit. The shares can only be acquired on the stock exchange or by way of a public bid to all shareholders. If the number of shares offered at the stipulated price exceeds the number of shares the Company is seeking, acceptance of offers to sell must be allocated. It should be possible to provide for preferred acceptance of small offers or small parts of offers up to a maximum of 100 shares. This option serves to avoid fractional amounts in determining the ratios to be acquired and small residual amounts and thereby to facilitate technical settlement.

It will be permitted to sell the acquired treasury shares on the stock exchange or by way of offer to all shareholders.

- The proposed authorisation provides for the treasury shares to also be sold to third parties in any way other than on the stock exchange or offer to all shareholders if the sale is against cash and at a price not significantly less than the arithmetic mean of the share price of the Company determined in Xetra trading (or a similar successor system) on the Frankfurt stock exchange on the last three trading days before the sale date. This should enable the Company to offer shares to institutional investors, financial investors or other cooperation partners, thereby achieving the highest possible disposal amount and strengthening equity as much as possible by setting a price in line with market conditions. This type of disposal includes a disapplication of shareholders' pre-emption subscription rights though this is permitted by law as it is in line with the simplified disapplication of shareholders' pre-emption subscription rights under section 186 (3) sentence 4 AktG. This authorisation can only be used for up to 10% of the share capital including authorisations to utilise authorised capital and authorisations to issue convertible and/or option bonds and authorisations to issue convertible and/or option certificates while disapplying shareholders' pre-emption subscription rights under section 186 (3) sentence 4 AktG. This ensures that the maximum legal limit of 10% of share capital is not exceeded for such a simplified disapplication of shareholders' pre-emption subscription rights under section 186 (3) sentence 4 AktG. The Board of Managing Directors shall report to the Annual General Meeting on every utilisation of this authorisation.
- Under this authorisation, the treasury shares acquired can be sold to third parties while disapplying shareholders' pre-emption subscription rights if this is for the purpose of the acquisition of companies, parts of companies or participations in companies. In such cases, the Board of Managing Directors should be able to offer shares in the Company as compensation for the acquisition of such companies or participations in companies without having to perform a capital increase for this purpose. Such use of the treasury shares requires the approval of the Supervisory Board if the subject of the respective transaction exceeds 5% of the liable equity of the Company as per the *Kreditwesengesetz* (KWG – German Banking Act).

The national and international competition is increasingly demanding that shares can be offered as compensation for the acquisition of companies or participations in other companies instead of cash. The proposed authorisation will give the Company the necessary flexibility to use its treasury shares as acquisition currency and thereby to react quickly and flexibly to offers that are advantageous to the Company to acquire companies or participations in other companies. This reflects the proposed authorisation to disapply the pre-emption subscription rights of shareholders.

- The authorisation should also allow the Company to use treasury shares to serve convertible and option bonds and/or convertible and option certificates issued by the

Company or its subsidiaries. In the interests of flexible handling it is logical to create the option to be able to satisfy obligations arising from convertible and option bonds and/or convertible and option certificates with treasury shares. This method also precludes the dilutive effect arising on utilisation of contingent capital to serve the convertible and option bonds and/or convertible and option certificates issued.

- Furthermore, the option shall be provided for to disapply the pre-emption subscription rights of shareholders in the event that the acquired shares of the Company are issued as employee shares to employees of the Company and its subsidiaries in which it holds an interest of at least 50%. Employee shares are an important instrument for attracting qualified employees to the Company and ensuring their loyalty. Employee shares can also promote employee focus on corporate strategy and their motivation to work systematically to increase enterprise value.
- Recalling the treasury shares acquired without requiring a further resolution by the Annual General Meeting ultimately allows the Company to adjust its equity quickly and flexibly in line with the respective requirements of the capital market by way of the share capital reduction entailed by recalling shares.

Total number of shares and voting rights

The total number of shares at the time of the Annual General Meeting being convened is 633,326,261. The total number of voting rights that can be exercised at the time of the Annual General Meeting being convened is 633,326,261.

Participation in the Annual General Meeting

Only those shareholders that register prior to the Annual General Meeting are entitled to participate in the Annual General Meeting and exercise their voting rights. Shareholders must also provide evidence of their entitlement to participate in the Annual General Meeting. This requires evidence of shareholdings at the start of the twenty-first day before the Annual General Meeting (Thursday, 6 August 2009, 12.00 am, Central European Summer Time) by the custodian bank or financial services institute.

Registration and evidence of shareholdings must be provided in text form and in German or English. The registration and evidence of shareholdings must be received no later than the seventh day before the Annual General Meeting (Thursday, 20 August 2009, 12.00 am, Central European Summer Time) at

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

Voting proxies

Shareholders who do not wish to participate in the Annual General Meeting personally can arrange for their voting rights to be exercised by an agent such as a bank or a shareholder association. Authorisations that are not granted to a different bank or a shareholder association require written form.

In addition, we offer to authorise proxies appointed by the Company for our shareholders prior to the Annual General Meeting. Proxies shall vote in line with the instructions issued by shareholders. Authorisations and instructions must be issued in writing. Authorisations shall be totally void if corresponding instructions are not issued. Shareholders who wish to take advantage of this option require a ticket to the Annual General Meeting. This should be ordered as early as possible in order to ensure timely receipt of the ticket.

Please note that proxies of the Company cannot accept authorisations or instructions to utilise the right to speak or ask questions, to table motions or to object to resolutions by the Annual General Meeting and that they will abstain in motions by shareholders at the Annual General Meeting that were not previously announced.

Motions and proposals for election from shareholders

Motions and proposals for election from shareholders as defined by section 126 AktG and section 127 AktG must be addressed exclusively to:

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

Motions and proposals for election from shareholders received at this address on time, subject to evidence of the petitioner being a shareholder and if they are to be made available to other shareholders, shall be made available on the Internet site of the Company at <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. Any statements by the administration shall also be published there.

Transmission of the Annual General Meeting in the Internet

The opening speeches by the Chairman of the Meeting and the Chairman of the Board of Managing Directors can be watched by all interested parties on the Internet. This can be accessed on the Company's Internet site at <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>.

Düsseldorf, July 2009

IKB Deutsche Industriebank Aktiengesellschaft

The Board of Managing Directors

Annex to item 5 of the agenda:

The members of the Supervisory Board proposed for election under item 5 of the agenda are members of a legally required supervisory board (a)) or a comparative German or international control body (b)) at the following companies:

Dr. Karsten von Köller

- (a) COREALCREDIT BANK AG (deputy chairman)
MHB-Bank Aktiengesellschaft (deputy chairman)
- (b) W. P. Carey & Co. LLC

Dr. Claus Nolting

- (a) –
- (b) --

Dr. Thomas Rabe

- (a) Arvato AG (deputy chairman)
Druck und Verlagshaus Gruner + Jahr AG
Symrise AG
- (b) Bertelsmann Capital Investment (S.A.) SICAR
Bertelsmann Digital Media Investments S.A.
Bertelsmann Inc.
Edmond Israel Foundation
Ricordi & C.S.p.A. (chairman)
RTL Group S.A.