



## **IKB Deutsche Industriebank Aktiengesellschaft**

**Düsseldorf**

**ISIN DE 0008063306**

**ISIN DE 000A0JQCE3**

**ISIN DE 000A0SMNZ5**

Dear Shareholder,

We hereby invite you to an extraordinary general shareholders meeting of IKB Deutsche Industriebank Aktiengesellschaft which we are calling upon the request of the shareholder LSF6 Europe Financial Holdings, L.P., Dallas (USA) pursuant to § 122 para. 1 sentence 1 German Stock Corporations Act (*Aktiengesetz*, "AktG"). The extraordinary general shareholders meeting will take place on

**Wednesday, 25 March 2009, 10:00 hours,**

at 40474 Düsseldorf, Congress Center Düsseldorf, CCD Süd, Raum 1, Stockumer Kirchstraße 61.

The request of the shareholder for calling the extraordinary general shareholders meeting covers the agenda points 3, 4 and 5 points (a) to (f). The Company has supplemented the agenda with the agenda points 1, 2, 5 points (g) and (h) as well as 6 to 8.

### **Agenda**

#### **1 Authorized capital with an authorization to exclude subscription rights**

The executive board and the supervisory board propose to resolve as follows:

(a) Creation of new authorized capital

The executive board is authorized to increase the share capital of the Company one time or at various times until 24 March 2014 with the consent of the supervisory board by up to a total of 247,499,996.16 Euro in exchange for cash contributions and/or contributions in kind by issuing up to 96,679,686 new bearer shares (Authorized Capital 2009). The shareholders generally have a subscription right.

However, the executive board is authorized to exclude the statutory subscription right of the shareholders in the following instances with the consent of the supervisory board:

- to settle remainder amounts;
- if the capital increase occurs in exchange for cash contributions and the proportionate amount of the share capital attributable in total to the new shares for which the subscription right is excluded does not exceed 10% of

the existing share capital at the time of issuing the new shares and the issuing price for the new shares does not materially fall below the stock exchange price for the shares which are already listed on the exchange at the time of the final determination of the issuing price by the executive board within the meaning of §§ 203 paras. 1 and 2, 186 paras. 3 and 4 AktG. The sale of treasury shares and the issuance of shares under other authorized capital must be counted against the 10% limit of the capital if the treasury shares are sold during the term of this exclusion subject to exclusion of the subscription right in accordance with § 186 para. 3 sentence 4 AktG. Shares which are or have been issued in order to service Bonds or profit sharing rights with conversion rights and/or warrants or a duty to convert must also be counted against the 10% capital limit if the Bonds or profit sharing rights are issued during the term of this exclusion subject to the exclusion of the subscription right in corresponding application of § 186 para. 3 sentence 4 AktG;

- to the extent required in order to grant the holders of the convertible Bonds, convertible profit sharing rights or option certificates which have been issued or are issued in the future by IKB Deutsche Industriebank AG or its direct or indirect 100% subsidiaries a subscription right to new shares to which they would be entitled upon exercise of the conversion and option right or after fulfilling the duty to convert;
- in the case of capital increases in exchange for contributions in kind.

The executive board is authorized upon receiving the consent of the supervisory board to establish the further details for implementing capital increases under the Authorized Capital 2009. The supervisory board is authorized to adjust the version of the articles of association to correspond to the respective use of the Authorized Capital 2009 and, if the Authorized Capital 2009 has not been used at all or has not been completely used by 24 March 2014, after the expiration of the authorization.

(b) Amendment to the articles of association

§ 5 of the articles of association is supplemented by a new paragraph 6 with the following wording:

"The executive board is authorized to increase the share capital of the Company with the consent of the supervisory board until 24 March 2014 once or at various times by up to a total of 247,499,996.16 Euro in exchange for cash contributions and/or contributions in kind by issuing up to 96,679,686 new bearer shares (Authorized Capital 2009). The shareholders generally have a subscription right.

However, the executive board is authorized to exclude the statutory subscription right of the shareholders in the following cases with the consent of the supervisory board:

- to settle remainder amounts;
- if the capital increase occurs in exchange for cash contributions and the proportionate amount of the share capital attributable in total to the new shares for which the subscription right is excluded does not exceed 10% of the existing share capital at the time of issuing the new shares and the issuing price for the new shares does not materially fall below the stock

exchange price for the shares which are already listed on the exchange at the time of the final determination of the issuing price by the executive board within the meaning of §§ 203 paras. 1 and 2, 186 paras. 3 and 4 AktG. The sale of treasury shares and the issuance of shares under other authorized capital must be counted against the 10% limit of the capital if the treasury shares are sold during the term of this exclusion subject to exclusion of the subscription right in accordance with § 186 para. 3 sentence 4 AktG. Shares which are or have been issued in order to service Bonds or profit sharing rights with conversion rights and/or warrants or a duty to convert must also be counted against the 10% capital limit if the Bonds or profit sharing rights are issued during the term of this exclusion subject to the exclusion of the subscription right in corresponding application of § 186 para. 3 sentence 4 AktG;

- to the extent required in order to grant the holders of the convertible Bonds, convertible profit sharing rights or option certificates which have been issued or are issued in the future by IKB Deutsche Industriebank AG or its direct or indirect 100% subsidiaries a subscription right to new shares to which they would be entitled upon exercise of the conversion and option right or after fulfilling the duty to convert;
- in the case of capital increases in exchange for contributions in kind.

The executive board is authorized upon receiving the consent of the supervisory board to establish the further details for implementing capital increases under the Authorized Capital 2009."

The paragraphs following § 5 para. 5 of the articles of association in its current version are shifted accordingly as a result of the insert of the new para. 6.

## **2 Authorization to issue convertible profit share certificates [*Genussscheine*] or profit share certificates with warrants convertible bonds and/or bonds with warrants and conditional capital increase excluding the subscription right and cancellation of the currently existing remaining authorization for the issuance of convertible bonds and/or bonds with warrants with a corresponding amendment to the articles of association**

The executive board and the supervisory board propose to resolve as follows:

- (a) Cancellation of the existing authorization

The currently existing remaining authorization for the issuance of convertible bonds and/or bonds with warrants dated 28 August 2008 is cancelled.

- (b) Authorization for the issuance of convertible profit share certificates or profit share certificates with warrants convertible bonds and/or bonds with warrants

The executive board is authorized to issue bearer profit share certificates (*Genussscheine*) on one-time or at various times up to 24 March 2014. The profit share certificates must correspond to the requirements under the German Banking Act (*Kreditwesengesetz*, "KWG"), under which the capital contributed for granting profit share rights is allocated to the liable equity capital. The profit share certificates can be affixed with bearer warrants or they can be tied to a conversion

right for the bearer. The option rights or the conversion rights give an entitlement in accordance with the more detailed provisions of the terms and conditions for the option rights or the conversion rights (hereinafter, the "Profit Share Terms and Conditions") to subscribe to bearer shares in the Company.

The executive board is also authorized to issue on one time or several times until 24 March 2014 bearer bonds with warrants and/or convertible bonds (hereinafter together, the "Bonds") instead of or in addition to profit share certificates and to grant option rights or conversion rights to the holders of Bonds for bearer shares of the Company in accordance with the respective terms and conditions of the Bonds (hereinafter, the "Terms and Conditions").

The total nominal amount of the profit share certificates, bond with warrants and convertible bonds to be issued under this authorization cannot exceed a total amount of 900 million Euros. Option or conversion rights can only be issued for shares in the Company having a proportionate amount of the share capital up to a nominal amount of 618,749,990.40 Euros.

In addition to being issued in Euro, the profit share certificates and Bonds can also be issued in the legal currency of an OECD country, subject to being limited to the corresponding equivalent value in Euro of a maximum of 900 million Euro. The Bonds with warrants and convertible bonds can also be issued by companies with their registered offices in Germany or in foreign countries in which IKB Deutsche Industriebank AG directly or indirectly has a majority participation (hereinafter, "Group Companies"). In this event, the executive board is authorized to assume on behalf of IKB Deutsche Industriebank AG the guarantee for the Bonds upon receiving the consent of the supervisory board and to grant option rights to the creditors of Bonds with warrants or to grant conversion rights for new shares in IKB Deutsche Industriebank AG to the holders of convertible Bonds.

The shareholders generally have a subscription right for the profit share certificates and Bonds. The profit share certificates and the Bonds can also be subscribed to by a credit institution or an enterprise acting in accordance with § 53 para. 1 sentence 1 or § 53b para. 1 sentence 1 or para. 7 German Banking Act (*Kreditwesengesetz*, "KWG") (hereinafter, a "Financial Institution") or a consortium consisting of such credit institutions or Financial Institutions with the obligation to offer the Bonds for subscription to the shareholders. The executive board, however, is authorized to exclude the subscription right of shareholders to the profit share certificates and the Bonds upon receiving the consent of the supervisory board

- if the Bonds are issued in exchange for cash and the executive board is of the opinion after a proper examination that the issuing price does not materially fall below the theoretical fair market value of the profit share certificates and Bonds determined in accordance with acknowledged methods used in financial mathematics. However, this applies only to the extent that the shares to be issued for servicing the option rights or conversion rights associated with the profit share certificates and Bonds do not exceed a total of 10% of the lesser of the share capital of the Company at the time of adopting the resolution or the share capital existing at the time of exercise of this authorization. Shares of IKB Deutsche Industriebank AG which are issued or sold by the Company under direct or

corresponding application of § 186 para. 3 sentence 4 AktG during the term of this authorization up to the time the authorization is used will be counted against the 10% limit;

- in order to exclude remainder amounts resulting due to the subscription ratio from the subscription right of the shareholders;
- to the extent required, in order to grant the holders of option rights or the creditors of conversion rights which have been or will be issued by the Company or Group Companies a subscription right to the extent they have such a right after exercising the option or conversion rights.

In the case of the issuance of convertible profit share certificates and convertible Bonds, the holder of the convertible profit share certificates and convertible Bonds will receive the right to exchange their convertible profit share certificates and convertible bonds for new shares in the Company in accordance with the more detailed provisions in the Profit Share Terms and Conditions or the Terms and Conditions of the Bonds. The exchange ratio results from dividing the nominal amount of a convertible profit share certificate or a convertible Bond by the established conversion price for one share of the Company. The exchange ratio can, in any event, be rounded up or down to a complete integer. Aside from this, a provision can be made that remainder amounts can be aggregated and/or compensated in money.

In the case of the issuance of profit share certificates with warrants and Bonds with warrants, one or more option certificates will be attached to each profit share certificate with warrants and each Bond with warrants, and these certificates will entitle the holders to subscribe to new shares of IKB Deutsche Industriebank AG in accordance with the more detailed provisions of the Profit Share Certificate Terms and Conditions or the Terms and Conditions of the Bonds to be established by the executive board. In the case of profit share certificates with warrants and Bonds with warrants issued by the Company in Euro, the Profit Share Terms and Conditions or the Terms and Conditions of the Bonds can provide that the option price established in accordance with this authorization can also be satisfied by transferring individual profit share certificates with warrants or Bonds with warrants and, if appropriate, by means of an additional payment in cash. The proportionate amount of the share capital attributable to the shares to be subscribed to under each profit share certificate with warrants or each Bond with warrants cannot exceed the nominal amount of this profit share certificate with warrants or Bond with warrants. To the extent that fractions of shares result, a provision can be made that these fractions can be added together in order to subscribe to complete shares, if applicable upon making an additional payment, in accordance with the Profit Share Terms and Conditions or the Terms and Conditions of the Bonds.

If the profit share certificates or the Bonds do not establish a duty to convert, the option or conversion price corresponds to the lower of 130% of the volume weighted average value of the stock exchange price for the IKB stock in XETRA trading (or a comparable successor system) from the beginning of a placement with institutional investors until the setting of the issuing price for the rights (price fixing) and 130% of the volume weighted average value of the stock exchange price for the IKB stock in XETRA trading (or a comparable successor system) during the last hour prior to the price fixing. If there is no placement with

institutional investors, the option price or conversion price corresponds to 130% of the volume weighted average value of the stock exchange prices for the IKB stock in XETRA trading (or a comparable successor system) on the five stock exchange days prior to the price fixing. The lower amount of the two volume weighted average stock exchange prices in the case of placement with institutional investors or, if there is no such placement prior to the price fixing, the volume weighted average value on the five stock exchange days is referred to hereinafter as the "Reference Price".

In the case of issuing profit share certificates or Bonds with a duty to convert, the conversion price corresponds to the following amount:

- 100% of the Reference Price if the arithmetic mean of the stock exchange prices for the IKB stock in XETRA trading (or a comparable successor system) which have been determined last on each of the 20 stock exchange trading days ending with the third stock exchange trading day prior to the date of conversion is lower than or equal to the Reference Price;
- 125% of the Reference Price if the arithmetic mean of the stock exchange prices for the IKB stock in XETRA trading (or a comparable successor system) which have been determined last on each of the 20 stock exchange trading days ending with the third stock exchange trading day prior to the date of conversion is greater than or equal to 125% of the Reference Price;
- the arithmetic mean of the stock exchange prices for the IKB stock in XETRA trading (or a comparable successor system) which have been determined last on each of the 20 stock exchange trading days ending with the third stock exchange trading day prior to the date of conversion if this value is greater than the Reference Price and less than 125% of the Reference Price;
- 125% of the Reference Price, notwithstanding the above provisions, if the holder of profit sharing rights or Bonds exercises an existing conversion right prior to the occurrence of the duty to convert.

The option or conversion price can be adjusted to preserve value on the basis of a clause protecting against dilution in accordance with more detailed provisions in the Profit Share Terms and Conditions and the Terms and Conditions of the Bonds in order to preserve value, notwithstanding § 9 para. 1 AktG, if the Company increases the share capital or issues or guarantees Bonds prior to the expiration of the option or conversion period upon granting a subscription right to the Company's shareholders and the holders of already existing option or conversion rights are not granted a subscription right when doing so. The Profit Share Terms and Conditions and the Terms and Conditions of the Bonds can also provide for an adjustment of the option or conversion price to preserve value in the case of other measures of the Company which can lead to a dilution of the value of the option or conversion rights.

The Profit Share Terms and Conditions and the Terms and Conditions of the Bonds can provide for the right of the Company not to issue shares upon the exercise of options or conversion rights and instead to pay an amount of money which

corresponds to the non-volume weighted stock exchange price for the stock of the Company in the closing auction involving the shares of the Company in the XETRA trading system of the Frankfurt Securities Exchange (or a comparable successor system) during the last 10 stock exchange trading days prior to the declaration of exercise of the conversion or the option for the number of the shares which would otherwise have to be delivered. The satisfaction of the subscription or conversion rights of the holders of profit sharing rights and Bonds can also take place by delivering treasury shares of the Company and by issuing new shares [under the conditional and/or authorized capital to be resolved under the Authorized Capital 2009 in accordance with the above agenda point 1 or under conditional and/or authorized capital to be resolved at a subsequent point in time.

The executive board is authorized to establish the further details for issuing and structuring the profit sharing rights and Bonds and the Profit Share Terms and Conditions and the Terms and Conditions for Bonds or, if applicable, with the concurrence of the corporate bodies of the Group Company issuing the Bonds, especially the interest rate, issuing price, term and denomination, subscription or exchange ratio, creation of a duty to convert, determination of an additional cash payment, compensation for or aggregation of remainder amounts, cash payment instead of delivery of shares, delivery of existing shares instead of issuing new shares, option or conversion price in accordance with the above requirements and the option or conversion period.

(c) Creation of new conditional capital

The share capital of the Company is conditionally increased by up to 618,749,990.40 Euro by issuing up to 241,699,215 new bearer shares with an entitlement to receive dividends commencing as of the beginning of the fiscal year in which they are issued (Conditional Capital 2009).

The Conditional Capital 2009 serves to grant subscription and/or conversion rights to the holders of profit sharing rights with warrants and/or convertible profit sharing rights or Bonds with warrants and/or convertible Bonds which are issued by the Company or a Group Company in accordance with the authorization of the general shareholders meeting of the Company on 25 March 2009.

The issuance of new shares takes place at the option or conversion price to be set in each case in accordance with the authorization described in agenda point 2 point (b).

The conditional capital increase can only be implemented to the extent that the holders or creditors of subscription or conversion rights exercise these rights or to the extent that the holders under an obligation to convert satisfy their duty to convert and to the extent that no cash compensation is granted or no treasury shares or shares created under authorized capital are used to service the rights. The executive board is authorized to establish the additional details on implementing a conditional capital increase.

(d) Amendment to the articles of association

§ 5 of the articles of association is supplemented with a new paragraph 7 having the following wording:

"The share capital of the Company is conditionally increased by up to 618,749,990.40 Euro by issuing up to 241,699,215 new bearer shares with an entitlement to receive dividends commencing with the beginning of the fiscal year in which they are issued (Conditional Capital 2009).

The Conditional Capital 2009 serves to grant subscription and/or conversion rights to the holders of profit sharing rights with warrants and/or convertible profit sharing rights, Bonds with warrants and/or convertible Bonds which are issued by the Company or a Group Company in accordance with the authorization of the general shareholders meeting of the Company on 25 March 2009. The issuance of the new shares will occur at the option price or conversion price to be established in each case in accordance with the above authorization described under agenda point 2 point (b).

The conditional capital increase can only be implemented to the extent that the holders or creditors of subscription or conversion rights exercise these rights or to the extent that the holders under an obligation to convert satisfy their duty to convert and to the extent that no cash compensation is granted or no treasury shares or shares created under authorized capital are used to service the rights. The executive board is authorized to establish the additional details on implementing a conditional capital increase."

The paragraphs following § 5 para. 5 of the articles of association in its current version are shifted accordingly as a result of the insert of the new para. 7.

**3 Resolution on (a) cancellation of the resolution adopted by the general shareholders meeting on 27 March 2008 relating to agenda point 2 on the conduct of a special audit to examine potential violations of duties by members of the executive board, and (b) the revocation of the appointment of the special auditor appointed for this purpose by the general shareholders meeting.**

LSF6 Europe Financial Holdings, L.P. has moved to resolve as follows in its request to call the meeting:

"The resolution adopted by the general shareholders meeting on 27 March 2008 relating to agenda point 2 concerning the conduct of a special audit to examine possible violations of duty by members of the executive board is cancelled. The appointment of the special auditor appointed by the general shareholders meeting in this regard, Dr. Harald Ring, is revoked."



**4 Resolution on (a) cancellation of the resolution adopted by the general shareholders meeting on 27 March 2008 relating to agenda point 3 on the conduct of a special audit to examine potential violations of duties by members of the supervisory board, and (b) the revocation of the appointment of the special auditor appointed for this purpose by the general shareholders meeting.**

LSF6 Europe Financial Holdings, L.P. has moved to resolve as follows in its request to call the meeting:

"The resolution adopted by the general shareholders meeting on 27 March 2008 relating to agenda point 3 concerning the conduct of a special audit to examine possible violations of duty by members of the supervisory board is cancelled. The appointment of the special auditor appointed by the general shareholders meeting in this regard, Dr. Harald Ring, is revoked."

LSF6 Europe Financial Holdings, L.P. has provided the following reasons in its request to call the general shareholders meeting with regard to the above mentioned agenda points 3 and 4:

"According to the allocation of competency under stock corporations law it is the responsibility of the executive board and the supervisory board to examine whether previous or present members of corporate bodies have committed violations of duty. If the executive board or the supervisory board comes to the conclusion that there were such violations of duty, they must further examine in accordance with the principles developed by the case law whether the Company has claims against the members of the corporate bodies based on violations of duties and whether these claims can be enforced in the interests of the Company. LSF6 Europe Financial Holdings, L.P. has no reason to doubt that the executive board and the supervisory board of the Company will fulfill these obligations. Since a reasonable internal company handling of such matters which maintains confidentiality is possible, it is not in the interests of the Company, in the view of LSF6 Europe Financial Holdings, L.P., for company internal affairs to be made accessible to the public during the course of a special audit.

The resolutions with which the general shareholders meeting appointed a special auditor on 27 March 2008, therefore, are supposed to be cancelled. The cancellation of these resolutions cannot be delayed until the next regular general shareholders meeting which will likely take place on 27 August 2009 because it must be assumed that the special auditor appointed by the general shareholders meeting on 27 March 2008 will submit his audit report on a date which lies before this date of the general shareholders meeting before the resolutions in question can be cancelled."

**5 Election to the supervisory board**

The supervisory board consists of ten members to be elected by the general shareholders meeting and five members to be elected by the employees in accordance with § 96 para. 1, § 101 para. 1 AktG, §§ 1, 4 para. 1 German Act on One Third Participation [*Drittelbeteiligungsgesetz*, "DrittelbG"] and in accordance with the currently valid provision in § 8 para.1 of the articles of association of IKB Deutsche Industriebank Aktiengesellschaft. The general shareholders meeting is not bound to the proposals for appointment.

LSF6 Europe Financial Holdings, L.P. has moved in the course of its request to call the meeting, and the supervisory board proposes

- (a) to elect Mr. Olivier Brahin, Head of European Real Estate Investments, Senior Managing Director, Lone Star Management Europe Ltd., London (United Kingdom), who has been appointed by order of the Local Court (*Amtsgericht*) Düsseldorf as a member of the supervisory board replacing Dr. Alfred Tacke who has left the supervisory board, for the period of time up to the end of the general shareholders meeting which resolves on the ratification of actions (*Entlastung*) by the members of the supervisory board for the fiscal year 2009/2010;
- (b) to elect Dr. Lutz-Christian Funke, Director Corporate Strategy/Division Manager of the KfW Bank Group, Frankfurt am Main, who has been appointed by order of the Local Court Düsseldorf as a member of the supervisory board replacing Mr. Werner Oerter who has left the supervisory board, for the period of time up to the end of the general shareholders meeting which resolves on the ratification of actions by the members of the supervisory board for the fiscal year 2009/2010;
- (c) to elect Dr. Karsten von Köller, Chairman Lone Star Germany GmbH, Frankfurt am Main, who has been appointed by order of the Local Court Düsseldorf as a member of the supervisory board replacing Mr. Randolph Rodenstock who has left the supervisory board, for the period of time up to the end of the general shareholders meeting which resolves on the ratification of actions by the members of the supervisory board for the fiscal year 2008/2009;
- (d) to elect Dr. Claus Nolting, Chairman of the executive board of COREALCREDIT BANK AG, Munich, who has been appointed by order of the Local Court Düsseldorf as a member of the supervisory board replacing Mr. Hermann Franzen who has left the supervisory board, for the period of time up to the end of the general shareholders meeting which resolves on the ratification of actions by the members of the supervisory board for the fiscal year 2008/2009;
- (e) to elect Mr. Bruno Scherrer, Head of European Investments, Senior Managing Director Lone Star Management Europe Ltd., Lancy (Switzerland), who has been appointed by order of the Local Court Düsseldorf as a member of the supervisory board replacing Mr. Detlef Leinberger who has left the supervisory board, to the supervisory board for the period until the end of the general shareholders meeting resolving on the ratification of actions [*Entlastung*] of the members of the supervisory board for the fiscal year 2010/2011;
- (f) to elect Dr. Andreas Tuczka, Head of European Financial Institutions, Lone Star Management Europe Ltd., London (United Kingdom), who has been appointed by order of the Local Court Düsseldorf as a member of the supervisory board replacing Mr. Dieter Pfundt who has left the supervisory board, to the supervisory board for the period until the end of the general shareholders meeting resolving on the ratification of actions of the members of the supervisory board for the fiscal year 2009/2010.

The supervisory board further proposes

- (g) to elect Dr. Karl-Gerhard Eick, Vice-chairman of the executive board of Deutsche Telekom AG until 28 February 2009 and, starting on 1 March 2009, chairman of the executive board of Arcandor AG, Cologne, to the supervisory board to replace Dr.

Martin Viessmann, who will be leaving the supervisory board upon the end of this general shareholders meeting, for the period until the end of the general shareholders meeting resolving on the ratification of actions of the members of the supervisory board for the fiscal year 2010/2011;

- (h) to elect Mr. Arndt G. Kirchhoff, Managing Partner in the Kirchhoff Group, Attendorn, to the supervisory board to replace Dr. Christopher Pleister, who has left the supervisory board, for the period until the end of the general shareholders meeting resolving on the ratification of actions of the members of the supervisory board for the fiscal year 2010/2011.

The German Federal Government has waived its right under § 8 para. 1 of the articles of association to nominate a member for election to the supervisory board.

The current mandates of the members of the supervisory board representing the shareholders who have been nominated for election are listed in the Annex to the present invitation.

Mr. Bruno Scherrer is proposed as a candidate for the chairman of the supervisory board.

## **6 Resolution on amending § 8 para. 1 of the articles of association**

After KfW left the group of shareholders of the Company, the right of nomination for the German Federal Government in the articles of association in connection with the election to the supervisory board is no longer supposed to apply. The German Federal Government has declared its agreement with striking the right to make proposals.

The executive board and the supervisory board propose to resolve as follows:

§ 8 para. 1, 2<sup>nd</sup> half sentence of the articles of association is struck so that § 8 para. 1 of the articles of association is restated in the future as follows:

"The supervisory board consists of fifteen members."

## **7 Resolution on amending § 13 para. 1 of the articles of association**

In order to increase flexibility when selecting an appropriate location for the general shareholders meeting, the general shareholders meeting is supposed to be able to take place not only at the registered office in Düsseldorf or at the location of a German stock exchange, but in the alternative also at another German city with more than 100,000 residents.

The executive board and the supervisory board, therefore, propose to resolve as follows:

§ 13 para. 1 of the articles of association is struck and restated as follows:

"The general shareholders meetings of the Company take place at the registered office of the Company or at another German city with more than 100,000 residents."

## **8 Resolution on amending § 15 para. 1 of the articles of association**

The provisions of the articles of association relating to the person of the chairman of the general shareholders meeting are supposed to be restated.

The executive board and the supervisory board propose to resolve as follows:

§ 15 para. 1 of the articles of association is struck and restated as follows:

"The chairman of the general shareholders meeting is elected by the supervisory board. Both members of the supervisory board as well as third parties are capable of being elected without regard to whether they are members of the Company unless they are excluded by law from acting as the chair of the meeting ".

### **Report of the executive board to the general shareholders meeting pursuant to § 203 para. 2 sentence 2, § 186 para. 3 sentence 4, para. 4 sentence 2 AktG with regard to point 1 of the agenda**

The executive board issues the following report on point 1 of the agenda about the reasons for the authorization for the executive board to be able to issue shares subject to exclusion of the subscription right of the shareholders with the consent of the supervisory board in accordance with § 203 para. 2 sentence 2, § 186 para. 3 sentence 4, para. 4 sentence 2 AktG.

This report is also available at the internet address <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp> starting with when the general shareholders meeting is called. This report will also be on display for review in the meeting room during the course of the general shareholders meeting. The report has the following content:

The executive board is supposed to be given flexible possibilities upon receiving the consent of the supervisory board in order to have available financing possibilities for the exploitation of business opportunities and the strengthening of the equity capital basis in the interest of the Company. For this reason, the executive board and the supervisory board propose to the general shareholders meeting to resolve on the creation of this Authorized Capital 2009 in a total amount of up to 247,499,996.16 Euro.

The shareholders must generally be granted a subscription right when using this authorization. However, the executive board is supposed to be authorized to exclude the subscription right in certain specific cases mentioned in the proposal for the resolution upon receiving the consent of the supervisory board.

- The executive board is supposed to be authorized to exclude the subscription right for remainder amounts in order to be able to represent a practical subscription ratio with regard to the amount of the respective capital increase. This facilitates the technical implementation of the capital increase, especially in the case of a capital increase involving a round amount. The new shares arising as free remainder amounts from the exclusion of the subscription right of the shareholder will be realized either by selling them through the stock exchange or otherwise in the best possible manner for the Company.
- The executive board is supposed to be authorized to exclude the subscription right in the case of a capital increase in exchange for cash contributions upon receiving the consent of the supervisory board if the issue price of the new shares does not materially fall below the stock exchange price. This permits management to place the new shares in a timely manner and at a price which has close proximity to the stock exchange price, thus, without the deduction which is normally necessary in the case of issues which are subject to subscription rights. Higher proceeds from the issue can be realized as a result of this, and this serves the interests of the Company.

The need of the shareholders for protection against dilution of their shareholdings is reflected by a limit to the volume of the capital increase and the issue price for the shares which has close proximity to the stock exchange price. The proposed authorization grants the executive board the possibility of excluding the subscription right only if the shares

issued under § 186 para. 3 sentence 4 AktG do not in aggregate exceed 10% of the share capital either at the time of the use of the authorization or at the time of adopting the resolution on this authorization. The sale of treasury shares and the issuance of shares under other authorized capital must be counted against this limit if the sale occurs during the term of this authorization and subject to the exclusion of the subscription right under § 186 para. 3 sentence 4 AktG. Furthermore, those shares which are or will be issued in order to service profit sharing rights and/or Bonds with conversion rights and warrants or a duty to convert must also be taken into account if the profit sharing rights and/or Bonds are issued during the term of this authorization subject to exclusion of the subscription right in corresponding application of § 186 para. 3 sentence 4 AktG. Furthermore, shareholders generally have the possibility due to the close proximity of the issuing price to the stock exchange price and the restriction on the volume of the capital increase without a subscription right to maintain their proportionate shareholdings by purchasing shares through the stock exchange at virtually the same conditions.

- The executive board is also supposed to be authorized to be able to exclude the subscription right to the extent this is necessary in order to grant the holders or creditors of convertible Bonds, convertible profit sharing rights or option certificates (hereinafter "Bonds") a subscription right to new shares. The exclusion of the subscription right for the benefit of the holders of Bonds which might be issued in the future serves the purpose of placing the holders of the Bonds in the position they would have been in if they had already made use of their rights under the Bonds and were already shareholders. This facilitates the placement of the Bonds and, thus, the interests of the shareholders in an optimum financing structure for the Company. In order to furnish the Bonds with such protection against dilution, the subscription right of the shareholders must be excluded for these shares. This protection against dilution prevents the option or conversion price for the Bonds which have already been issued perhaps having to be reduced. This secures overall a higher generation of funds.
- The proposed authorization provides for an authorization of the executive board in the case of increases of the share capital in exchange for contributions in kind to exclude the subscription right of the shareholders. This enables the executive board to use shares of the company in appropriate specific cases in order to acquire enterprises, divisions of enterprises, shareholdings in enterprises or other assets. For example, the necessity of providing consideration in shares instead of money can arise during the course of negotiations. The possibility of being able to offer shares of the Company as consideration, therefore, creates an advantage in competition for interesting acquisition targets and the necessary leeway for using opportunities which might arise for the acquisition of enterprises, divisions of enterprises, participations in enterprises or other assets in a manner which preserves liquidity. The granting of shares can also make sense under the aspect of an optimum financing structure. The Company does not have any disadvantages as a result of this because the issuance of shares in exchange for a contribution in kind requires that the value of the contribution in kind have a reasonable relationship to the value of the shares. When determining the relative values, the executive board will ensure that the interests of the Company and its shareholders are reasonably preserved and a reasonable issue price for the new shares is realized. There are currently no specific acquisition projects for which the Authorized Capital 2009 is supposed to be used under exclusion of the subscription right.

The executive board will carefully examine in each specific instance whether it uses the authorization for the capital increase subject to exclusion of the subscription right and will do so

only if such use is in the interests of the Company and, thus, its shareholders in the view of the executive board and the view of the supervisory board. The executive board will report to the general shareholders meeting about each use of the proposed authorization. The consent of the supervisory board is required for all of the instances proposed here for the exclusion of the subscription right.

### **Report of the executive board to the general shareholders meeting pursuant to § 221 para. 4, § 186 para. 4 sentence 2 AktG with regard to point 2 of the agenda**

The executive board issues the following report on point 2 of the agenda about the reasons for the authorization for the executive board to be able to issue convertible profit sharing rights or profit sharing rights with warrants and/or convertible Bonds or Bonds with warrants subject to exclusion of the subscription right of the shareholders with the consent of the supervisory board in accordance with § 221 para. 4 sentence 2, § 186 para. 3 sentence 4, para. 4 sentence 2 AktG.

This report is also available at the internet address <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp> starting with when the general shareholders meeting is called. This report will also be on display for review in the meeting room during the course of the general shareholders meeting. The report has the following content:

The proposed authorization to issue profit share certificates and/or Bonds in a total nominal amount of up to 900 million Euro is supposed to expand the possibilities for IKB Deutsche Industriebank AG to finance its activities and especially to give the executive board, with the consent of the supervisory board, the opportunity for flexible and timely financing in the interests of the Company, especially upon the occurrence of beneficial conditions in the capital market.

The shareholders generally have their statutory subscription right for the profit sharing rights and Bonds. In order to facilitate the handling, a provision can be made that the profit sharing rights and Bonds will be issued to a credit institution or a consortium of several credit institutions subject to the obligation to offer the profit sharing rights and Bonds to the shareholders in accordance with their previous proportionate participation (so-called indirect subscription right). The executive board is furthermore supposed to be authorized to exclude the statutory subscription right of the shareholders in certain cases upon receiving the consent of the supervisory board.

The contemplated exclusion of the subscription right for remainder amounts permits the use of the requested authorization with full amounts. This exclusion of the subscription right makes sense and is standard practice because the costs of trading subscription rights in the case of remainder amounts normally has no reasonable relationship to the associated advantages for the shareholders. The dilution effect remains within negligible bounds due to the restriction to the remainder amounts. The profit sharing rights and Bonds which are excluded in this regard from the subscription right will be realized at the best possible value.

The exclusion of the subscription right for the benefit of the holders of future profit sharing rights and Bonds which might be issued serves the purpose of placing the holders in the position they would have been in if they had already made use of their rights under the profit sharing rights and Bonds and were already shareholders. This protection against dilution prevents a situation under which the option price or conversion price for the already issued profit sharing rights and Bonds would perhaps have to be reduced. This secures overall a higher receipt of funds.

Finally, the executive board is supposed to be authorized to exclude the subscription right of the shareholders with the consent of the supervisory board if the issuance of profit sharing rights and Bonds occurs at a price which does not materially fall below the theoretical fair market value for these Bonds as determined using recognized methods of financial mathematics. As a result, the

Company gains the possibility of being able to quickly use beneficial market situations on short notice and to achieve better conditions for the interest rate and the option price or the conversion price of the profit sharing rights and Bonds by setting the conditions in close proximity to the market. This would not be possible if the statutory subscription rights were retained. Although § 186 para. 2 AktG permits the publication of the subscription price (and the conditions in the case of profit sharing rights and Bonds) until the third to the last day of the subscription deadline, the existing market risk over the course of several days would lead to reductions for purposes of certainty when determining the conditions of the profit sharing rights and Bond and, thus, to conditions which have a lesser proximity to the market as a result of the volatility in the stock market. Furthermore, retaining the statutory subscription rights would endanger the successful placement of the profit sharing rights and Bonds with third parties due to the uncertainty about the exercise of the subscription rights or would involve additional expenditures. Finally, the length of the minimum subscription period of two weeks which must be complied with when retaining the statutory subscription rights prevents the ability to react to beneficial or unbeneficial market situations which can lead to a less than optimum generation of capital.

The interests of the shareholders are preserved under this exclusion of the subscription rights by the fact that the profit sharing rights and Bonds cannot be issued materially below their theoretical fair market value, and this reduced the mathematical value of the subscription right to virtually zero. The exclusion provides, therefore, that the executive board must have come to the opinion prior to issuing the profit sharing rights and Bonds that the contemplated issue price does not lead to a material dilution of the value of the shares. To the extent that the executive board considers it reasonable in the respective circumstances to obtain professional advice, the executive board can retain the support of experts, e.g. through consortium banks accompanying the issue, an independent investment bank or an expert which confirm to the executive board in the appropriate form that no material dilution of the value of the shares is to be expected. Independent of the examination by the executive board, a setting of the conditions which is appropriate for the market, as has already been mentioned, is ensured in the case of conducting a book building procedure. Although the profit sharing rights and Bonds will be offered at a fixed issue price under the proposed authorization, individual conditions for the profit sharing rights and Bonds will be determined on the basis of the purchase orders submitted by investors so that the total value of the profit sharing rights and Bonds is determined in close proximity to the market. All of this ensures that there will be no material dilution of the value of the shares as a result of the exclusion of the subscription right. This type of exclusion of the subscription right is also limited to profit sharing rights and Bonds with rights for shares representing a portion of a maximum of 10% of the share capital at the time of the resolution or at the time of the exercise of this authorization, whichever value is lower. Within these limits, the legislature considers it to be reasonably acceptable for shareholders to maintain their proportionate shareholdings by making purchases in the market. Shares of IKB Deutsche Industriebank AG which are issued or sold by the Company during the term of this authorization up to the date of its use in accordance with direct or corresponding application of § 186 para. 3 sentence 4 AktG are counted against this 10% limit.

### **Total number of shares and voting rights**

The total number of shares on the date of the calling of the general shareholders meeting is 585,075,911 shares. The total number of voting rights which can be exercised on the date of the calling of the general shareholders meeting is 585,075,911 votes.

## **Participation in the general shareholders meeting**

Only those shareholders are entitled to participate in the general shareholders meeting and exercise the voting right who have registered themselves prior to the general shareholders meeting. The shareholders must also provide proof of their authorization to participate in the general shareholders meeting. This requires proof of the shareholding at the beginning of the twenty first day prior to the general shareholders meeting (Wednesday, 4 March 2009, 00:00 hours) by the credit institution or financial service institution maintaining the securities account.

Registration and proof of the shareholding must be in the form of text in German or English. Registration and proof must be received at the latest on the seventh day prior to the general shareholders meeting (Wednesday, 18 March 2009, 24:00 hours) at

IKB Deutsche Industriebank AG

c/o Haubrok Corporate Events GmbH

Landshuter Allee 10

D – 80637 Munich

Telefax: +49 (0)89/ 210 27 289

Email: [meldedaten@haubrok-ce.de](mailto:meldedaten@haubrok-ce.de)

## **Proxies**

Shareholders who do not want to personally participate at the general shareholders meeting can permit their voting rights to also be exercised by an attorney-in-fact, for example, by a credit institution or a shareholders association. Proxies which are not issued to another credit institution or a shareholders association require written form.

In addition, we are offering our shareholders the possibility of granting proxies to attorneys-in-fact designated by the Company prior to the general shareholders meeting. The attorneys-in-fact will vote in accordance with the instructions issued by the shareholders. Proxies and instructions must be issued in writing. The proxy is completely invalid without the issuance of corresponding instructions. Shareholders wanting to make use of this possibility require an entry ticket for the general shareholders meeting. In order to ensure the timely receipt of the entry ticket, the order should be made as soon as possible.

Please note that the attorneys-in-fact of the Company will not accept any powers of attorney and orders to exercise the right to speak and the right to submit questions or to make motions or to file objections against resolutions of the general shareholders meeting and that the attorneys-in-fact will refrain from voting on motions of shareholders during the general shareholders meeting which have not been previously announced.

## **Motions and nominations by shareholders**

Motions and nominations by shareholders within the meaning of § 126 AktG and § 127 AktG must be directed exclusively to:

IKB Deutsche Industriebank AG

c/o Haubrok Corporate Events GmbH



Landshuter Allee 10

D – 80637 Munich

Telefax: +49 (0)89/ 210 27 289

Email: meldedaten@haubrok-ce.de

Motions and nominations by shareholders with regard to the points in this agenda received on time at this address will be made available on the internet page of the Company at <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp> upon proof of the qualification of the party making the motion as a shareholder and to the extent that these motions and nominations are required be made available to the other shareholders. Any responses of management will also be made available there.

### **Broadcast of the general shareholders meeting in the internet**

The opening speeches by the chairman of the meeting and the chairman of the executive board can be seen by any interested person in the internet. Corresponding access will be provided on the internet page of the Company at <http://www.ikb.de/content/de/ir/hauptversammlung/index.jsp>. The speech by the chairman of the executive board is also available as a recording after the general shareholders meeting.

Düsseldorf, February 2009

IKB Deutsche Industriebank Aktiengesellschaft

The Executive Board

### **Annex to Agenda 5:**

The members of the supervisory board proposed for election under agenda point 5 are (a) members of a supervisory board required to be established by law, or (b) a comparable domestic or foreign supervisory body at the following listed companies:

#### **Mr. Olivier Brahini**

(a) COREALCREDIT BANK AG

(b) -

#### **Dr. Karl-Gerhard Eick**

Corporate group mandates under § 100 para. 2 sentence 2 AktG are marked with a \*.

- (a) T-Mobile International AG\*
- T-Systems Enterprise Services GmbH\*
- T-Systems Business Services GmbH\*
- Deutsche Bank AG
- FC Bayern München AG
- STRABAG Property and Facility Services GmbH

- (b) HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A. (OTE S.A.)\*  
CORPUS SIREO Holding GmbH & Co. KG (chairman)  
Thomas Cook Group plc

**Dr. Lutz-Christian Funke**

- (a) -
- (b) Dedalus GmbH & Co. KG (vice-chairman)

**Mr. Arndt G. Kirchhoff**

- (a) DEKRA AG  
KOSTAL Verwaltungsgesellschaft mbH
- (b) DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH  
LEWA Attendorn GmbH

**Dr. Karsten von Köller**

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

**Dr. Claus Nolting**

- (a) -
- (b) -

**Mr. Bruno Scherrer**

- (a) COREALCREDIT BANK AG (chairman)  
MHB-Bank Aktiengesellschaft (chairman)
- (b) -

**Dr. Andreas Tuczka**

- (a) -
- (b) -