



## **IKB Deutsche Industriebank Aktiengesellschaft**

**Düsseldorf**

**ISIN DE0008063306**

Dear Shareholder,

We kindly invite you to our Annual General Meeting which will be held on

**Thursday, 23 August 2012, 10.00 a.m.,**

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

### **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 financial year 2011/2012 (including the reports of the Board of Managing Directors on the disclosures in line with Sec. 289 para. 4, Sec. 315 para. 4 of the German Commercial Code (*Handelsgesetzbuch - HGB*) and the report of the Supervisory Board**

The above documents are available on the Company's internet site at

<http://www.ikb.de/en/investor-relations/finanzberichte/>

from the time the Annual General Meeting is convened. They will also be available for viewing at the Annual General Meeting. No resolution regarding item 1 of the agenda has been provided for, since the presentation of the above records is a merely informational part of the agenda of an annual general meeting under applicable law.

- 2 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 financial year 2011/2012 shall be voted on per individual i.e. by way of the ratification of individual members.

The Board of Managing Directors and the Supervisory Board propose the ratification of

- Mr Hans Jörg Schüttler for his term in office as a member of the Board of Managing Directors from 1 April 2011 to 31 March 2012,
- Dr Dieter Glüder for his term in office as a member of the Board of Managing Directors from 1 April 2011 to 31 March 2012,

- (c) Mr Claus Momburg for his term in office as a member of the Board of Managing Directors from 1 April 2011 to 31 March 2012,
- (d) Dr Michael H. Wiedmann for his term in office as a member of the Board of Managing Directors from 1 April 2011 to 31 March 2012.

### **3 Ratification of the members of the Supervisory Board**

The ratification of the members of the Supervisory Board in office for the financial year 2011/2012 shall be voted on per individual i.e. by way of the ratification of individual members.

The Board of Managing Directors and the Supervisory Board propose the ratification of

- (a) Mr Stefan A. Baustert for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (b) Mr Olivier Brahin for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (c) Dr Lutz-Christian Funke for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (d) Mr Ulrich Grillo for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (e) Mr Arndt G. Kirchhoff for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (f) Mr Bernd Klein for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (g) Dr Karsten von Köller for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (h) Dr Claus Nolting for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (i) Dr Thomas Rabe for his term in office as a member of the Supervisory Board from 1 April 2011 to 21 February 2012,
- (j) Ms Nicole Riggers for her term in office as a member of the Supervisory Board from 7 September 2011 to 31 March 2012,
- (k) Mr Bruno Scherrer for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (l) Dr Carola Steingraber for her term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (m) Ms Carmen Teufel for her term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (n) Dr Andreas Tuczka for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,
- (o) Mr Ulrich Wernecke for his term in office as a member of the Supervisory Board from 1 April 2011 to 31 March 2012,

- (p) Mr Andreas Wittmann for his term in office as a member of the Supervisory Board from 1 April 2011 to 7 September 2011.

#### **4 Election of the auditor**

Upon recommendation by its Finance and Audit Committee, 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 financial year 2012/2013,
- (b) to elect PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor for a potential review of the condensed financial statements and the interim management report for the first half of the financial year 2012/2013.

#### **5 Elections to the Supervisory Board**

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

Upon proposal of its Nomination Committee, the Supervisory Board proposes

- (a) to re-elect to the Supervisory Board Dr Karsten von Köller, Chairman of Lone Star Germany GmbH, resident in Frankfurt am Main, whose term in office ends as of the end of this Annual General Meeting, for the period until the end of the Annual General Meeting that resolves on the ratification of the members of the Supervisory Board for the financial year 2014/2015,
- (b) to re-elect to the Supervisory Board Dr Claus Nolting, Chairman of the Board of Managing Directors of COREALCREDIT BANK AG, resident in Munich, whose term in office ends as of the end of this Annual General Meeting, for the period until the end of the Annual General Meeting that resolves on the ratification of the members of the Supervisory Board for the financial year 2014/2015,
- (c) to elect as a new member of the Supervisory Board Mr Michael Kolbeck, Senior Vice President/Head of European Debt Investment of Lone Star Germany GmbH, resident in Frankfurt am Main, for the period until the end of the Annual General Meeting that resolves on the ratification of the members of the Supervisory Board for the financial year 2014/2015, in place of Dr Thomas Rabe who already retired from the Supervisory Board with effect as of 21 February 2012,
- (d) to elect as a new member of the Supervisory Board Mr Jordi Goetstouwers, Managing Director of Lone Star Management Europe Ltd., resident in Ta Xbiex, Malta, for the period until the end of the Annual General Meeting that resolves on the ratification of the members of the Supervisory Board for the financial year 2012/2013, in place of Mr Olivier Brahin who already retired from the Supervisory Board with effect as of 25 May 2012.

The nominations will be voted on per individual i.e. separate elections per nomination. The current mandates of the candidates proposed for election in other statutory supervisory boards and comparable domestic and foreign control bodies of economic enterprises can be found in the Annex to this convocation.

## **6 Amendment of Article 8 para. 1 of the Articles of Association**

The number of members of the Supervisory Board shall be reduced from the current fifteen to twelve members. The Board of Managing Directors and the Supervisory Board consider that this measure is in the Company's best interest in view of focusing business activities on medium and long-term corporate financing as well as on capital market and consulting services and in view of the reduction of the balance sheet total undertaken in recent years.

The Board of Managing Directors and the Supervisory Board therefore propose that Article 8 para. 1 of the Articles of Association is reworded to read as follows:

"The Supervisory Board consists of twelve members."

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

The total number of shares at the time of the Annual General Meeting being convened is 633,384,923. The total number of voting rights that can be exercised at the time of the Annual General Meeting being convened is 633,384,923. There are no different classes of shares at IKB Deutsche Industriebank Aktiengesellschaft. The Company does not hold any treasury shares at the time of the Annual General Meeting being convened.

## **Participation in the Annual General Meeting and exercise of voting rights**

Only those shareholders who register prior to the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise their voting rights (Article 14 para. 1 sentence 1 of the Articles of Association). Shareholders must also provide evidence of their entitlement to participate in the Annual General Meeting (Article 14 para. 2 sentence 1 of the Articles of Association). This requires evidence of shareholdings at the start of the 21<sup>st</sup> day before the Annual General Meeting (Thursday, 2 August 2012, 00.00 hrs CEST) by the custodian bank or financial services institute (Article 14 para. 2 sentence 2 of the Articles of Association).

Registration and evidence of shareholdings must be provided in text form and in German or English (Article 14 para. 1 sentence 1, para. 2 sentence 2 of the Articles of Association). The registration and evidence of shareholdings must be received by the Company no later than six days before the Annual General Meeting, i.e. by Thursday, 16 August 2012, 24.00 hrs CEST, at the following address:

IKB Deutsche Industriebank AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
D-80637 München  
Telefax: +49 (0)89/210 27 298  
email: meldedaten@haubrok-ce.de

In relation to the Company, only those who have provided evidence of their shareholdings within due time are deemed to be shareholders entitled to participate in the Annual General Meeting and to exercise their voting rights (Sec. 123 para. 3 sentence 6 AktG). The Company may therefore deny participation in the Annual General Meeting and the exercise of voting rights to shareholders who failed to provide such evidence or failed to provide it in due time. After the registration for the Annual General Meeting, the shares will not be blocked in an account, but will remain freely available. Any disposals effected after the due date for provision of evidence will have no effects on the entitlement to participate in the Annual General Meeting and to exercise voting rights while, vice versa, any persons who do not yet own any shares on the due date for provision of evidence and only become shareholders afterwards will not be entitled to either participate in the Annual General Meeting or exercise voting rights.

Upon receipt of evidence of shareholdings by the Company, tickets to the Annual General Meeting will be sent to the shareholders. In order to facilitate organisation of the Annual General Meeting, we request shareholders to assure that evidence of their shareholdings is submitted to the Company at an early stage.

### **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 a proxy. For such action in proxy, registration in due time and timely provision of evidence of shareholdings are also required as described above. The shareholders will receive an authorisation form, together with the ticket for the Annual General Meeting. Please note that the Company, in case more than one person or institution is authorised, will have the right to reject one or more of these persons or institutions respectively (Sec. 134 para. 3 sentence 2 AktG).

Authorisations that are not granted to a bank or an association of shareholders or any other person or institution of equivalent status pursuant to Sec. 135 para. 8 and para. 10 in conjunction with Sec. 125 para. 5 AktG require text form for their legal effectiveness, revocation and evidence towards the Company (Sec. 134 para. 3 sentence 3 AktG and Article 14 para. 3 sentence 2 of the Articles of Association). There are two procedures in effect to issue authorisations and to revoke these: On the one hand shareholders may issue authorisations to third parties or revoke these by way of written declaration to the Company. In such case, there is no need for additional evidence of authorisation. Such declaration shall be sent to the following address:

IKB Deutsche Industriebank AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
D-80637 München  
Telefax: +49 (0)89/210 27 298  
email: vollmacht@haubrok-ce.de

On the other hand shareholders may issue and revoke authorisations by way of written declarations to the proxy. In such case, the Company will require written evidence for such authorisation. Such evidence may be presented at the admission desk on the day the Annual General Meeting is held. As an alternative, the written evidence may also be transmitted to the Company at the above address.

If a bank, a shareholder association or any person or institution of equivalent status pursuant to Sec. 135 paras. 8 and 10 in conjunction with Sec. 125 para. 5 AktG are intended to be authorised, the person or institution to be authorised may require a special form of authorisation. Please agree therefore in due time with the relevant person or institution to be authorised on the required form of the authorisation. In such case, Sec. 135 para. 5 sentence 4 AktG will apply to the provision of evidence of authorisation by the proxy.

### **Proxies appointed by Company**

In addition, we offer our shareholders to authorise proxies appointed by the Company and subject to instructions prior to the Annual General Meeting. Shareholders who wish to authorise such proxies appointed by the Company must also register for the Annual General Meeting as stated above and must provide evidence for their entitlement to participate. The shareholders must use the relevant authorisation form to empower the proxies appointed by the Company and to issue instructions. The shareholders will receive such form together with the ticket for the Annual General Meeting. This should be ordered as early as possible in order to ensure timely receipt of the ticket and authorisation form.

Any issuing of authorisation and related instructions as well as any revocation of the authorisation must be sent to the following address only:

IKB Deutsche Industriebank AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
D-80637 München  
Telefax: +49 (0)89/210 27 298  
email: vollmacht@haubrok-ce.de

The proxies appointed by the Company will vote exclusively in line with the instructions issued by shareholders. Authorisations shall be totally void if corresponding instructions are not issued. The proxies appointed by the Company will abstain in motions at the Annual General Meeting that were not previously announced. Please note that proxies appointed by the Company cannot accept authorisations and instructions to exercise the right to speak and ask questions, to table motions or to object to resolutions by the Annual General Meeting.

### **Request for additions to the agenda**

Such shareholders whose shares together amount to at least 5% of the share capital of the Company or the proportional amount of € 500,000.00 may request in writing, by indicating purpose and reasons, that items be put on the agenda and be announced (Sec. 122 para. 2 AktG). Any request for additions to the agenda must be addressed to the Board of Managing Directors at the following address:

IKB Deutsche Industriebank AG  
- Vorstand -  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
D-80637 München

Such request must be received by the Company with any legally required information and evidence no later than 30 days prior to the Annual General Meeting, i.e. by Monday, 23 July 2012, 24.00 hrs CEST.

### **Counter-motions and proposals for election from shareholders**

Counter-motions and proposals for election from shareholders regarding items of the agenda as defined by Sec. 126 and Sec. 127 AktG must be directed exclusively to the following address:

IKB Deutsche Industriebank AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
D-80637 München  
Fax: +49 (0)89/210 27 298  
email: gegenantraege@haubrok-ce.de

They must be received at this address no later than 14 days prior to the Annual General Meeting, i.e. by Wednesday, 8 August 2012, 24.00 hrs CEST.

### **Shareholders' right to obtain information**

According to Sec. 131 para. 1 AktG, each shareholder may, at the Annual General Meeting, request information from the Board of Managing Directors on matters relating to the Company, the legal and business relations of the Company with an affiliate as well as on the situation of the Group and the companies included in the consolidated financial statements, provided that such information is required for an appropriate evaluation of an item of the agenda. We would like to point out that the Board of Managing Directors is entitled to refuse to provide information if the requirements set out in Sec. 131 para. 3 AktG are met.

### **Documents and information**

The following documents and information will be available on the Company's internet site at

<http://www.ikb.de/en/investor-relations/general-meeting/>

from the time the Annual General Meeting is convened:

- the content of this convocation (Sec. 124a sentence 1 no. 1 AktG) including the explanation contained therein that no resolution is to be passed on item 1 of the agenda (Sec. 124a sentence 1 no. 2 AktG) and the information contained therein on the total number of shares and of voting rights at the time of convocation (Sec. 124a sentence 1 no. 4 AktG),
- the documents stated under agenda item 1 (Sec. 124a sentence 1 no. 3 AktG),
- abridged profiles of the Supervisory Board candidates listed under agenda item 5,
- more detailed information on shareholders' rights under Sec. 122 para. 2, Sec. 126, Sec. 127 and Sec. 131 para. 1 AktG.

Should permissible shareholder requests for additions to the agenda be made under Sec. 122 para. 2 AktG after the time the Annual General Meeting is convened, the Company will make these

requests available in a similar manner without delay after their receipt (Sec. 124a sentence 2 AktG).

Düsseldorf, July 2012

IKB Deutsche Industriebank Aktiengesellschaft

The Board of Managing Directors

### **Annex to item 5 of the agenda**

The candidates proposed for election to the Supervisory Board under item 5 of the agenda are members of a statutory supervisory board (a) or a comparable domestic or foreign control body (b) at the following companies:

#### **Dr Karsten von Köller**

- (a) Düsseldorf Hypothekenbank AG (Chairman)  
MHB-Bank Aktiengesellschaft (Chairman)  
COREALCREDIT BANK AG (Deputy Chairman)
- (b) W.P. Carey & Co. LLC

#### **Dr Claus Nolting**

- (a) -
- (b) -

#### **Michael Kolbeck**

- (a) Vivanco Gruppe AG
- (b) -

#### **Jordi Goetstouwers**

- (a) COREALCREDIT BANK AG
- (b) -