

# Notice of the Annual General Meeting of DEUTZ AG, Cologne

Notice is hereby given that our Company's  
Annual General Meeting  
will be held

**at 10.00am on Wednesday, 7 May 2014**  
(doors open at 9.00am)

in the Congress-Centrum Ost at Koelnmesse  
exhibition centre (main entrance on the eastern  
side), Deutz-Mülheimer Strasse, Cologne-Deutz,  
Germany.

ISIN: DE 000 630500 6  
WKN: 630 500



## **I. AGENDA**

- 1. Presentation of the adopted annual financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2013 financial year, the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289 (4) and (5), section 315 (4) and 315 (2) no. 5 German Commercial Code (HGB), and the report of the Supervisory Board for the 2013 financial year.**

On 13 March 2014, the annual financial statements and the consolidated financial statements prepared by the Board of Management were approved by the Supervisory Board in accordance with sections 171 and 172 German Stock Corporation Act (AktG) and the annual financial statements were thereby formally adopted. Formal adoption by the Annual General Meeting is therefore not required, i.e. the AktG does not require the adoption of a resolution in this regard, but the annual financial statements, the consolidated financial statements, the combined management report, the reports of the Board of Management and the report of the Supervisory Board must be presented to the Annual General Meeting.

- 2. Appropriation of accumulated profit for the 2013 financial year**

The Board of Management and Supervisory Board propose using the accumulated profit reported by DEUTZ AG for 2013 of €8,547,746.79 as follows: €8,460,324.81 will be used to pay the shareholders a dividend of €0.07 per dividend-bearing share; the remaining accumulated profit of €87,421.98 is to be carried forward to the next accounting period.

- 3. Formal approval of the actions of the Board of Management for 2013**

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for 2013.

#### **4. Formal approval of the actions of the Supervisory Board for 2013**

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for 2013.

#### **5. Appointment of auditors for 2014**

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Cologne, be appointed as auditors of the annual and consolidated annual financial statements for 2014. This appointment includes the auditors' review of the condensed financial statements and the interim management report for the period ended 30 June 2014 pursuant to section 37w (5) sentence 1 German Securities Trading Act (WpHG).

#### **6. Elections to the Supervisory Board**

Dr Lodovico Bussolati stepped down from the Supervisory Board of DEUTZ AG with effect from 31 December 2013. At the request of the Board of Management and as recommended by the Nominations Committee, the local court in Cologne, register court, appointed Mr Herbert Kauffmann as Dr Bussolati's successor on the Supervisory Board in accordance with section 104 AktG with immediate effect by means of a resolution dated 7 January 2014.

According to section 9 (5) of the Statutes, supplementary elections are conducted to cover the remaining term of a resigning member. Dr Bussolati was elected by the Annual General Meeting on 30 April 2013 for the period that runs until the end of the Annual General Meeting that decides whether to formally approve the actions of the Supervisory Board for the fourth financial year following his election to the Supervisory Board.

Pursuant to section 96 (1) and section 101 (1) AktG in conjunction with section 6 (1) and section 7 (1) German Code-termination Act (MitbestG), the Supervisory Board consists

of twelve members, with six shareholder representatives and six employee representatives. The Annual General Meeting is not bound by the proposed nominations for election.

On the recommendation of its Nominations Committee, the Supervisory Board proposes that Mr Herbert Kauffmann, management consultant, Stuttgart, Germany, be elected as a shareholder representative on the Supervisory Board until the end of the Annual General Meeting that decides whether to formally approve the actions of the Supervisory Board for 2017.

**Notice to shareholders pursuant to section 125 (1) sentence 5 and section 100 (5) AktG and item 5.4.1 (4) of the German Corporate Governance Code; disclosure of Mr Kauffmann's CV**

- **Section 125 (1) sentence 5 AktG**

Mr Kauffmann is a member of the statutory supervisory board of the German company listed under a) below and a member of a comparable German or international supervisory body of the company listed under b) below:

a) adidas AG, Herzogenaurach, Germany

b) Uniscon universal identity control GmbH, Munich, Germany (chairman of the supervisory board)

- **Section 100 (5) AktG**

Mr Kauffmann is independent and possesses the requisite expertise in the areas of accounting and auditing.

- **Item 5.4.1 (4) German Corporate Governance Code**

Mr Kauffmann does not have any personal or business connections with DEUTZ AG, its group companies, the governing bodies of the Company or any of its major shareholders. Mr Kauffmann's CV – together with the remaining disclosures pursuant to section 124a AktG – has been available on the DEUTZ AG website at [www.investorenhauptversammlung-2014.deutz.com](http://www.investorenhauptversammlung-2014.deutz.com) since the date this notice was published in the German Federal Gazette. On request, it will be sent to any shareholder without delay and free of charge. It will also be available for inspection at the Annual General Meeting.

## II. REQUIREMENTS FOR ATTENDANCE AT ANNUAL GENERAL MEETINGS AND THE EXERCISE OF VOTING RIGHTS

### 1. Total number of shares and voting rights

The issued capital of the Company amounting to €308,978,241.98 was divided into 120,861,783 no-par-value bearer shares on the date this Annual General Meeting was convened. Each share confers one vote. All the shares are of the same type. The Company held no treasury shares on the date when this Annual General Meeting was convened.

### 2. Requirements for attendance at annual general meetings and the exercise of voting rights

Only those shareholders who have, prior to the Annual General Meeting, registered with the Company and provided proof of entitlement to attend the Annual General Meeting and exercise their voting rights will be entitled to attend the Annual General Meeting and exercise their voting rights.

The proof of entitlement to attend the Annual General Meeting and exercise voting rights must relate to such status as at the start of the 21st day before the Annual General Meeting, i.e. as at **00.00 hours on 16 April 2014 (the proof of entitlement reference date)**. A specific proof of shareholding issued by the custodian in writing or by electronic mail (as defined in section 126b German Civil Code (BGB)) in German or English will suffice as proof of entitlement.

Registration together with proof of entitlement to attend the Annual General Meeting and exercise voting rights must reach the Company via the following address in text form (as defined in section 126b BGB) in either German or English no later than **24.00 hours on 30 April 2014**.

DEUTZ AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
Germany  
Fax: +49 (0) 69 12 01 28 60 45  
Email: wp.hv@db-is.com

Admission cards for attendance at the Annual General Meeting will be sent to shareholders provided the Company has received their registration by the deadline and seen proof of their shareholdings. We would ask shareholders to request an admission card from their custodian as early as possible so that they receive their admission cards in good time. In this case, the custodian will carry out the necessary registration and send the required proof of shareholding.

### **3. Importance of the proof of entitlement reference date**

The proof of entitlement reference date is the critical date regarding the number of persons with the right to attend and exercise voting rights at the Annual General Meeting. Only those who have provided proof that they are shareholders as at the proof of entitlement reference date qualify as shareholders of the Company who can attend the Annual General Meeting and exercise voting rights. Changes in shareholdings after the proof of entitlement reference date are disregarded for this purpose. Shareholders who have acquired their shares after the reference date are therefore not entitled to attend the Annual General Meeting or exercise voting rights. This does not affect the right of a seller to appoint the buyer as a proxy. Shareholders who have duly registered and provided the relevant proof are entitled to attend the Annual General Meeting and exercise their voting rights even if they have sold the shares after the proof of entitlement reference date. This date has no effect on the marketability of shares and is of no relevance as far as any entitlement to dividends is concerned.

#### 4. Procedure for voting by proxy

Shareholders who do not wish to attend the Annual General Meeting in person may elect to have their voting rights exercised by a proxy e.g. by a bank, shareholder association or by the voting proxy nominated by DEUTZ AG. In this case too, registration and submission of the proof of entitlement to attend the Annual General Meeting and exercise a voting right is also required as specified in no. 2. If a shareholder appoints more than one proxy, the Company is entitled to reject one or more of these proxies.

The issue or cancellation of proxies, together with the proof of authority, must be submitted to the Company in text form (as defined in section 126b BGB) unless a bank, equivalent institute or company (section 135 (10), section 125 (5) AktG), shareholder association or other equivalent person or entity within the meaning of section 135 (8) AktG is appointed as proxy.

If banks, equivalent institutes or companies (section 135 (10), section 125 (5) AktG), shareholder associations or other equivalent persons or entities within the meaning of section 135 (8) AktG are appointed as proxies to exercise voting rights, the proxies must merely retain the proxy declaration in a verifiable form; this proxy declaration must be complete and must only contain declarations relating to the exercise of voting rights. In such cases, shareholders are requested to consult the entity to be appointed as proxy in good time in order to ensure that the entity's requirements as regards the form of proxy are satisfied.

Shareholders wishing to appoint a proxy who is not a bank or equivalent person or association (including, but not limited to, shareholder associations) within the meaning of section 135 (8) or section 135 (10) in conjunction with section 125 (5) AktG may do so using the form provided by the Company for this purpose. This form will be sent to properly registered people together with their admission cards. There is no obligation to use the form provided by the Company. Shareholders may appoint proxies by other means, provided that the required formalities are observed.

The communication channels listed below are provided for notifying the Company of a proxy appointment, for cancelling such an appointment and for submitting proof of the appointment of a proxy, in particular electronically (**'communication channels'**).

DEUTZ AG  
Investor Relations  
Ottostraße 1  
51149 Köln (Porz-Eil)  
Germany  
Tel.: +49 (0) 221 82 22 49 1  
Fax: +49 (0) 221 82 21 52 49 1  
Email: Vollmacht.HV\_2014@deutz.com

An authorised proxy may also provide proof of the issue of authorisation by presenting the proxy authorisation on the day of the Annual General Meeting to the persons checking attendance cards at the entrance to the meeting.

DEUTZ AG also offers shareholders who are unable to attend the Annual General Meeting in person the option of being represented at the Annual General Meeting by employees of the Company – as proxies – who will then act in accordance with the instructions of the shareholder concerned. If



a shareholder appoints as a proxy one of the proxies nominated by the Company for this purpose, the shareholder must issue instructions to the proxy for the exercise of his/her voting rights in respect of each individual agenda item that has been announced. Unless these instructions are issued, the proxies appointed by the Company will not represent the relevant votes. The persons nominated by the Company to act as proxies on behalf of shareholders are under an obligation to vote in accordance with the instructions from the shareholders concerned. Shareholders are still entitled to attend the Annual General Meeting in person even if they have appointed a proxy nominated by the Company and instructed the proxy on how to vote. If a shareholder or his/her representative registers in person at the entrance to the Meeting, the proxy authorisation and instructions given to the proxy nominated by the Company will be deemed cancelled.

The proxy form sent to shareholders with the attendance card may also be used to authorise a proxy nominated by the Company and to issue instructions to this proxy. Proxy authorisations with instructions must be submitted in text form (as defined in section 126b BGB). Proxy authorisations with instructions must be sent by post, fax or email to reach the following address by no later than **24.00 hours on 5 May 2014:**

DEUTZ AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0) 89 30 90 37 46 75  
Email: Vollmacht.HV\_2014@deutz.com

Further details on attending the Annual General Meeting and on issuing proxy authorisations and instructions will be sent to shareholders together with the attendance card.

## 5. Requests for additions to the agenda, motions, nominations for election, requests for information

### 5.1 Requests for additions to the agenda submitted by a minority pursuant to section 122 (2) AktG

Shareholders whose shareholdings together account for one twentieth or more of the issued capital or a proportion equivalent to €500,000 of the issued capital or more may request that items be added to the agenda and be duly published. Each new item must be accompanied by the reasons for the item or a proposed resolution. The request must be submitted in writing to the Board of Management of DEUTZ AG.

The persons submitting the request must prove that they have held the shares for at least three months prior to the day of the Annual General Meeting and that they will continue to hold the shares until the request is decided upon. Please refer to the rules in section 70 AktG about calculating the length of time that shares have been held. Appropriate confirmation from the custodian will suffice as proof.

Requests for additions to the agenda must be received by the Company by **24.00 hours on 6 April 2014**. Please send any such requests to the following address:

DEUTZ AG  
Board of Management  
Ottostraße 1  
51149 Köln (Porz-Eil)  
Germany

Unless they have already been published with the notice of the Annual General Meeting, any new additions to the agenda will be published on receipt of the request without delay in the German Federal Gazette and in media that can be assumed to distribute the information throughout the whole of the European Union. They will also be published on the DEUTZ AG website at [www.investoren-hauptversammlung-2014.deutz.com](http://www.investoren-hauptversammlung-2014.deutz.com) and notified to shareholders.

## **5.2 Motions and nominations for election from shareholders in accordance with section 126 (1) and section 127 AktG**

Any shareholder has the right to submit motions and nominations for election in respect of items on the agenda, as well as motions in respect of the rules of procedure for the Annual General Meeting, without making any prior notification or publication, or taking any other particular action in that regard.

Counterproposals within the meaning of section 126 AktG and nominations for election within the meaning of section 127 AktG – including the name of the shareholder, the justification (which is not required for nominations for election) and any response from the management – will be made available by the Company on the DEUTZ AG website at [www.investoren-hauptversammlung-2014.deutz.com](http://www.investoren-hauptversammlung-2014.deutz.com), provided that the shareholder sends them to the following address at least 14 days before the Meeting, i.e. by no later than **24.00 hours on 22 April 2014**.

DEUTZ AG  
Investor Relations  
Ottostraße 1  
51149 Köln (Porz-Eil)  
Germany  
Fax: +49 (0) 221 82 21 52 49 1  
Email: [felser.r@deutz.com](mailto:felser.r@deutz.com)

The Company may decline to make a counterproposal and the reasons for the counterproposal available on its website if one of the criteria for exclusion as specified by section 126 (2) AktG is deemed to be met, e.g. because the counterproposal would lead to a decision by the Annual General Meeting that would be in contravention of the law or the Statutes. The reasons for a counterproposal do not need to be made available if the text amounts to more than 5,000 characters in total.

The aforementioned rules apply mutatis mutandis to any proposal by a shareholder concerning the election of members of the Supervisory Board or the appointment of auditors. The Board of Management does not have to make a nomination for election available if the nomination does not include the information pursuant to section 127 sentence 3 AktG in conjunction with section 124 (3) sentence 4 and section 125 (1) sentence 5 AktG.

Shareholders are requested to include proof of their status as a shareholder when they send in their counterproposal or nomination for election.

Counterproposals – including those sent to the Company prior to the Annual General Meeting – can only be submitted with legal effect at the Annual General Meeting itself. The same applies mutatis mutandis to election nominations. This does not affect the rights of any shareholder to submit counterproposals or election nominations during the Annual General Meeting, even if they have not been sent to the Company by the appointed deadline prior to the meeting.

### **5.3 Shareholders' right to information pursuant to section 131 (1) AktG**

At the request of any shareholder at the Annual General Meeting, the Board of Management must provide information on the affairs of the Company including the legal and business relationships with affiliated companies as well as on the position of the Group and the entities included in the consolidated financial statements insofar as this is required for a proper assessment of the subject matter on the agenda and there is no right to withhold such information.

## **6. Publication of information on the website**

The following information is accessible on the DEUTZ AG website at [www.investoren-hauptversammlung-2014.deutz.com](http://www.investoren-hauptversammlung-2014.deutz.com) in accordance with section 124a AktG:

- This notice of the Annual General Meeting;
- Explanation as to why there is no voting on the subject matter under agenda item 1;
- The documents to be made available to the Annual General Meeting;
- The total number of shares and voting rights on the date of the notice of the Annual General Meeting;
- Any requests from shareholders for additions to the agenda pursuant to section 122 (2) AktG received by the Company after the notice of the Annual General Meeting was issued.

Any other pertinent information – such as counterproposals and nominations for election received from shareholders and further explanatory notes on the shareholders' right to information described under point 5.3 – will be made available on the Company's aforementioned website.

## 7. Information to be made available

The annual financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2013 financial year, the explanatory reports of the Board of Management relating to the disclosures pursuant to section 289 (4) and (5), section 315 (4), and section 315 (2) no. 5 HGB, and the report of the Supervisory Board for the 2013 financial year will be available for inspection during regular business hours at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) and made available on the DEUTZ AG website at [www.investoren-hauptversammlung-2014.deutz.com](http://www.investoren-hauptversammlung-2014.deutz.com) from the date on which the Annual General Meeting is convened. On request, a copy of the aforementioned documents will be made and sent to any shareholder without delay and free of charge.

Cologne, March 2014  
DEUTZ AG  
The Board of Management

## DIRECTIONS

### **By car**

please follow the green Koelnmesse signposts. These will guide you in the area around the exhibition centre directly to car parks provided close to the Congress-Centrum Ost, main entrance Osthallen P10

### **By rail**

if arriving at Köln Messe/Deutz you can reach the Congress-Centrum Ost on foot (approx. 1.000 m) by following the signposts main entrance Osthallen.

### **By rail**

if arriving at Cologne Central Station, take the S6 (in the direction of Essen), the S13 (in the direction of Troisdorf), the S11 (in the direction of Bergisch Gladbach), the Regional-express RE (in the direction of Koblenz or Köln Messe/Deutz or Hamm (Westf.)) or the Regionalbahn RB (in the direction of Oberbarmen or Overath), which will take you to Bahnhof Köln Messe/Deutz. On arrival at the Deutz Bahnhof station you can reach the Congress-Centrum Ost on foot (approx. 1,000 m) by following the signposts.

### **By tram**

take tram No. 1 (in the direction of Bensberg) or 9 (in the direction of Königsforst) which will take you to Bahnhof Köln-Deutz, or tram No. 3 (in the direction of Thielenbruch) and 4 (in the direction of Schlebusch) which will take you to the "Koelnmesse" stop immediately in front of the Congress-Centrum Ost.

**By air**

take the S-Bahn No. 13 from Cologne/Bonn Airport to the “Deutz/Messe” stop (journey time approx. 15 minutes); from there the footpath to the Congress-Centrum Ost main entrance Osthallen is signposted.

**Note:** The centre of Cologne has been a designated low-emission zone since 1 January 2008. Only vehicles in emissions groups 2 to 4 that display the appropriate disc are permitted to drive inside this zone. Cologne’s low-emission zone was extended significantly on 1 April 2012 to improve the city’s air quality. For more information, visit [www.stadt-koeln.de/en/3/environment/00109/](http://www.stadt-koeln.de/en/3/environment/00109/)

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[www.deutz.com](http://www.deutz.com)

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