Notice of the Annual General Meeting of DEUTZ AG, Cologne

Notice is hereby given that our Company's

Annual General Meeting

will be held

on Thursday, 26 April 2018 at 10.00 am
(doors open at 9am)

in the Congress-Centrum Ost at Koelnmesse exhibition centre (main entrance on the eastern side), Deutz-Mülheimer Strasse 51, 50679 Cologne-Deutz, Germany.

ISIN: DE 000 630500 6
WKN: 630 500

I. AGENDA

1. Presentation of the adopted single-entity financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2017 financial year, the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289a (1) and section 315a (1) of the German Commercial Code (HGB), and the report of the Supervisory Board for the 2017 financial year

On 8 March 2018, the annual and consolidated financial statements prepared by the Board of Management were approved by the Supervisory Board in accordance with sections 171 and 172 of the 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 income for the 2017 financial year

The Board of Management and Supervisory Board propose using the accumulated income reported by DEUTZ AG for 2017 of €71,810,559.39 as follows: €18,129,267.45 will be used to pay the shareholders a dividend of €0.15 per dividend-bearing share; the remaining accumulated income of €53,681,291.94 is to be carried forward to the next accounting period.

Pursuant to section 58 (4) sentence 2 AktG, the dividend is due to be paid out on the third working day after the Annual General Meeting, i.e. on 2 May 2018.

3. Formal approval of the actions of the Board of Management for 2017

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for 2017.

4. Formal approval of the actions of the Supervisory Board for 2017

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for 2017.

5. Election of the independent auditors for 2018

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Cologne, be appointed as auditors of the annual and consolidated financial statements for 2018. This appointment includes the auditors' review of the condensed financial statements and the interim management report for the period ended 30 June 2018 pursuant to section 115 (5) sentence 1 of the German Securities Trading Act (WpHG).

The Audit Committee has stated in accordance with Article 16 (2) subsection 3 of the European Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014) that its recommendation is free from influence by a third party and that it was not subjected to any restrictions regarding the appointment of a particular auditor or audit firm (Article 16 (6) of the European Audit Regulation).

6. Elections to the Supervisory Board

The members of the Supervisory Board are elected for a period that runs until the end of the Annual General Meeting on 26 April 2018. New elections are therefore required. The chairman of the Supervisory Board, Mr Hans-Georg Härter, as well as Dr Hermann Garbers and Mr Alois Ludwig are available for a further term of office. Mr Göran Gummeson, Mr Leif Peter Karlsten and Mr Herbert Kauffmann will not be standing for re-election.

Pursuant to section 96 (1) and section 101 (1) AktG in conjunction with section 1 (1) No 1, section 6 (1), section 7 (1) sentence 1 No 1, section 7 (2) No 1 and section 7 (3) of the German Codetermination Act (MitbestG) as well as Article 9 (1) of the Company's Statutes, the Supervisory

Board consists of twelve members, with six shareholder representatives and six employee representatives; at least 30 per cent of the Supervisory Board members (i. e. at least four) must be female and at least 30 per cent (i. e. at least four) must be male. The approach of meeting the quota at the overall board level was rejected as provided for in section 96 (2) sentence 3 AktG and therefore the minimum quota must be met separately by the shareholders' side and the employees' side. This means that at least two of the six shareholder representatives appointed to the Supervisory Board must be female and at least two must be male.

The Supervisory Board proposes, on the recommendation of its Nominations Committee, the election of

a) **Ms Sophie Albrecht,** member of the Board of Directors of Liebherr-International AG, Bulle (Switzerland), resident in Nussbaumen (Switzerland),

b) **Dr Ing Bernd Bohr,** freelance management consultant, former Head of Automotive Technology at Robert Bosch GmbH, Stuttgart, former member of the Supervisory Board of Daimler AG, Stuttgart, resident in Stuttgart,

c) **Dr Ing Hermann Garbers,** freelance management consultant, former Chief Technology and Quality Officer at CLAAS KGaA mbH, Harsewinkel, resident in Seevetal,

d) **Ms Patricia Geibel-Conrad,** director of her own audit/tax advice business, management consultant, resident in Leonberg,

e) **Mr Hans-Georg Härter,** management consultant, former CEO of ZF Friedrichshafen AG, Friedrichshafen, resident in Munich,

f) **Mr Alois Ludwig,** freelance management consultant, former chairman of the Board of Directors of ZF Services part of ZF Friedrichshafen AG, Friedrichshafen, resident in Much,

as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 26 April 2018 to the end of the Annual General Meeting that decides on the formal approval of the actions of the Supervisory Board for 2022. This recommendation for election is consistent with the targets set out by the Supervisory Board for its composition and with the requirements of the German Corporate Governance Code.

The Supervisory Board has satisfied itself that the proposed candidates will be able to devote the amount of time that is expected to be required.

The Supervisory Board is of the opinion that – within the meaning of item 5.4.2 of the German Corporate Governance Code – none of the candidates has any personal or business connection of relevance for the election decision of an objective shareholder, neither with DEUTZ AG nor with its group companies, the governing bodies of the Company, or any shareholders who directly or indirectly owns 10 per cent or more of the voting shares of DEUTZ AG. Ms Sophie Albrecht is a member of the Board of Directors of Liebherr-International AG, the holding company of the Liebherr Group, which has a business connection with DEUTZ AG. However, the Supervisory Board is of the opinion that this connection is not of sufficient significance or scope – either with regard to DEUTZ AG's business relationship with the Liebherr Group or with regard to the Liebherr Group's business relationship with DEUTZ AG – to constitute a material and not merely temporary conflict of interest.

It is intended that those attending the Annual General Meeting will vote individually on the elections to the Supervisory Board. The Annual General Meeting is not bound by the proposed nominations for election.

In accordance with item 5.4.3 of the German Corporate Governance Code, the Company wishes to point out that if Mr Hans-Georg Härter is re-elected to the Supervisory Board, he will be nominated as a candidate to chair the Supervisory Board.

The candidates proposed for election also act as members of other statutory German supervisory boards or comparable German or international supervisory bodies of private sector companies in the following organizations.

a) Ms Sophie Albrecht

Membership of other statutory German supervisory boards:

- None

Membership of comparable German or international supervisory bodies of private sector companies:

- Liebherr-International AG, Bulle, Switzerland

b) Dr Ing Bernd Bohr

Membership of other statutory German supervisory boards:

- Ottobock SE & Co. KGaA, Duderstadt, Germany

Membership of comparable German or international supervisory bodies of private sector companies:

- None

c) Dr Ing Hermann Garbers

Membership of other statutory German supervisory boards:

- None

Membership of comparable German or international supervisory bodies of private sector companies:

- None

d) Ms Patricia Geibel-Conrad

Membership of other statutory German supervisory boards:

- HOCHTIEF Aktiengesellschaft, Essen, Germany

Membership of comparable German or international supervisory bodies of private sector companies:

- None

e) Mr Hans-Georg Härter

Membership of other statutory German supervisory boards:

- Knorr-Bremse AG, Munich, Germany

Membership of comparable German or international supervisory bodies of private sector companies:

- Unterfränkische Überlandzentrale Lülsfeld eG, Lülsfeld, Germany
- Klingelnberg AG, Zurich, Switzerland
- Faurecia S.A., Paris, France
- Bain Capital L.P., Boston, USA

f) Mr Alois Ludwig

Membership of other statutory German supervisory boards:

- None

Membership of comparable German or international supervisory bodies of private sector companies:

- CARAT Systementwicklung- und Marketing GmbH & Co. KG, Mannheim, Germany

The candidates' résumés and summaries of relevant activities which they will be pursuing alongside their Supervisory Board membership are attached below and can also be found on our company website (www.deutz.com).

a) Ms Sophie Albrecht

resident in Nussbaumen, Switzerland, member of the Board of Directors of Liebherr-International AG, Bulle, Switzerland

Personal information
Date of birth: 23 February 1980
Place of birth: Wettingen, Switzerland

Education
Studied business administration at the University of Fribourg, Switzerland
Degree: Master of Arts in Management

Career history

Since 2012	Joint leadership and management of the Mining division of the Liebherr Group together with her father Dr Willi Liebherr (chairman of the Board of Directors of Liebherr-International AG)
Since 2013	Member of the Board of Directors of Liebherr-International AG, the holding company of the Liebherr Group, based in Bulle, Switzerland
Since 2014	Joint leadership and management of the Vehicle Cranes division of the Liebherr Group together with her father Dr Willi Liebherr (chairman of the Board of Directors of Liebherr-International AG)

Summary of relevant activities alongside the Supervisory Board membership:

In addition to her role as a member of the Board of Directors of Liebherr-International AG, Sophie Albrecht will continue to lead and manage the Mining and Vehicle Cranes divisions of the Liebherr Group.

b) Dr Ing Bernd Bohr

resident in Stuttgart, freelance management consultant, former Head of Automotive Technology at Robert Bosch GmbH, Stuttgart, former member of the Supervisory Board of Daimler AG, Stuttgart

Personal information
Date of birth: 7 September 1956
Place of birth: Mannheim, Germany

Education
Studied mechanical engineering at RWTH Aachen University, specialising in production engineering
Degree: Doctorate in Engineering (Dr Ing) from RWTH Aachen University

Career history

1983	Joined Robert Bosch GmbH as a specialist consultant and worked on projects in the electrical production unit
1986	Head of Production Engineering at the company's plant in Reutlingen with responsibility for production setup, capacity and investment planning, and mechanical engineering work for customised machines
1989	Personal assistant to the Board of Management
1992	Preparation work (international assignment)
1993	Executive Vice-President Manufacturing at Nippon ABS Ltd, Japan, a 50/50 joint venture of Robert Bosch GmbH and a subsidiary of Nippon Steel, the Japanese market leader in ABS systems
1996	Executive Vice-President of the Semi-conductors and Electronic Control Units division with global responsibility for automotive electronics production

1998	Executive Vice-President of the ABS and Braking Systems division with global responsibility for vehicle control systems and braking systems
1999	Appointed as a member of the Board of Management of Robert Bosch GmbH with line management responsibility for various business segments in the Automotive Technology division
2003	Head of Automotive Technology with responsibility for all global automotive technology activities of Bosch
Since 2013	Freelance management consultant

Summary of relevant activities alongside the Supervisory Board membership:

In addition to his work as a freelance management consultant, Dr Ing Bernd Bohr currently serves as chairman of the Supervisory Board of Ottobock SE & Co. KGaA, Duderstadt, and chairman of the Board of Governors of RWTH Aachen University.

c) Dr Ing Hermann Garbers

resident in Seevetal, freelance management consultant, former Executive Vice President of Technology and Quality at CLAAS KGaA mbH

Personal information
Date of birth: 17 November 1951
Place of birth: Helmstorf (now part of Seevetal), Germany

Education
Studied mechanical engineering at the University of Braunschweig
Degree: 'Diplom' (postgraduate-level degree) in Engineering
Doctorate in Engineering (Dr Ing) from the University of Braunschweig, awarded in 1985

Career history

1976	Development and testing engineer at O&K Orenstein & Koppel AG, Dortmund
1978	Research assistant at the Institute of Agricultural Machinery (Prof H. J. Matthies) of the University of Braunschweig
1984	Head of Advanced Engineering and Development Planning at CLAAS oHG, Harsewinkel
1988	Director of Product Development Combine Harvesters and Self-Propelled Forage Harvesters, Application Electronics and Functional Tests at CLAAS oHG, Harsewinkel
1996	Director/Managing Director of Research and Development at Xaver Fendt GmbH & Co./AGCO GmbH, Marktoberdorf
1999	Group Executive Vice President for Research and Development of the CLAAS Group as well as Managing Director of CLAAS Selbstfahrende Erntemaschinen GmbH
2004	Group Executive Vice President Technology and Quality at CLAAS Group
Since 2014	Freelance management consultant

Summary of relevant activities alongside the Supervisory Board membership:

Alongside his role on the Supervisory Board, Dr Ing Hermann Garbers will work as a freelance management consultant.

d) Ms Patricia Geibel-Conrad

resident in Leonberg, director of her own audit/tax advice business, management consultant,

Personal information
Date of birth: 15 January 1962
Place of birth: Frankfurt/Main, Germany
Grew up in Asunción, Paraguay (South America) – completed a baccalaureate in humanities and sciences; obtained a German university entrance qualification (Abitur) in Hamburg, Germany

Education
Studied business economics at Goethe University Frankfurt and at the University of Hohenheim in Stuttgart
Degree: 'Diplom' (postgraduate-level degree) in Business Economics

Career history

1987	Auditing assistant/senior consultant at Dr. Lipfert GmbH, Wirtschaftsprüfungs-gesellschaft, Stuttgart
1991	Qualified as a tax advisor
1994	Qualified as an auditor
1995	Director of her own audit business, management consultancy work in cooperation with KPMG, Wirtschaftsprüfungsgesellschaft, Buenos Aires, Argentina
1998	Moved abroad to Mexico City, Mexico
2001	Engagement leader and authorised signatory (Prokuristin) at PricewaterhouseCoopers AG, Wirtschaftsprüfungsgesellschaft, Stuttgart
Since 2015	Director of her own audit and tax advice business in Leonberg and member of the Supervisory Board and the Audit Committee of HOCHTIEF Aktiengesellschaft, Essen

Summary of relevant activities alongside the Supervisory Board membership:

In addition to the operation of her own audit and tax advice business and her work as a management consultant, Patricia Geibel-Conrad serves as a member of the Supervisory Board and a member of the Audit Committee of HOCHTIEF Aktiengesellschaft, Essen.

e) Mr Hans-Georg Härter

resident in Munich, management consultant, former Chief Executive Officer of ZF Friedrichshafen AG

Personal information
Date of birth: 2 May 1945
Place of birth: Bensheim, Germany

Education
Trained as a machinist
Qualified as certified technician specialising in mechanical engineering production at the Technical College in Berlin
Studied at Meersburg Academy
Degree in Technical Management

Career history

1964	Worked for various companies
1973	Joined ZF Passau GmbH, Passau
1990	Head of Technical Cost Planning and deputy member of the Executive Board of ZF Passau GmbH, Passau
1991	Member of the Executive Board of ZF Passau GmbH, Passau
1994	Member of the Board of Management of ZF Friedrichshafen AG Off-Highway Powertrain and Axle Technology division, Marine Equipment segment (from 1996), Central Production Technology (from 1997)

	Chief Executive Officer of ZF Passau GmbH, Passau
2002	Member of the Board of Management of ZF Friedrichshafen AG Powertrain Components and Chassis Components division, Asia-Pacific Sales unit (from April 2003)
	Chairman of the Board of Management of ZF Sachs AG, Schweinfurt
2006	Member of the Board of Management of ZF Friedrichshafen AG
2007	Chief Executive Officer of ZF Friedrichshafen AG
2012	Freelance management consultant

Summary of relevant activities alongside the Supervisory Board membership:

In addition to his work as a freelance management consultant, Hans-Georg Härter currently serves as the chairman of the Supervisory Board of Knorr-Bremse AG, Munich, as a member of the Supervisory Board of Unterfränkische Überlandzentrale Lülsfeld eG, Lülsfeld, as a member of the Board of Directors of Klingelnberg AG, Zurich (Switzerland), as a member of the Supervisory Board of Faurecia S.A., Paris (France) and as a member of the European Advisory Board of Bain Capital L.P., Boston (USA).

f) Mr Alois Ludwig
resident in Much, management consultant, former chairman of the Board of Directors of ZF Services

Personal information
Date of birth: 20 February 1949
Place of birth: Much-Ophausen, Germany

Education
Trained as an industrial clerk at L&C Steinmüller GmbH, Gummersbach

Qualification: Industrial clerk

Career history

until 1970	L&C Steinmüller GmbH, Gummersbach
1970	Boge GmbH
1992	Executive Board member at Boge Handels GmbH
1993	Member of the senior management team (retail business) at Mannesmann Sachs AG
1997	Appointed as a director of Mannesmann Sachs AG
1998	Appointed as a member of the Executive Board with responsibility for sales, marketing and product management at Sachs Handel GmbH
2002	ZF Friedrichshafen AG, including appointment as chairman of the Board of Directors of ZF Services
2015	Freelance management consultant

Summary of relevant activities alongside the Supervisory Board membership:

In addition to his role on the Supervisory Board, Alois Ludwig will be working as a freelance management consultant and will continue to serve as a member of the Advisory Council of CARAT Systementwicklung- und Marketing GmbH & Co. KG, Mannheim.

7. Resolution to approve the conclusion of the profit transfer agreement with Torqeedo GmbH, 82205 Gilching dated 12/14 December 2017

On 12/14 December 2017, DEUTZ AG signed a profit transfer agreement with Torqeedo GmbH. The shareholders' meeting of Torqeedo GmbH has already approved the profit transfer agreement. The agreement only becomes effective when it has

been approved by the Annual General Meeting of DEUTZ AG and entered in the commercial register for Torqeedo GmbH.

The Board of Management and Supervisory Board propose that the following resolution be adopted:

Approval of the profit transfer agreement dated 12/14 December 2017 between DEUTZ AG and Torqeedo GmbH.

The profit transfer agreement between DEUTZ AG and Torqeedo GmbH has the following content:

Introduction

(1) The public limited company trading as DEUTZ Aktiengesellschaft with registered office in Cologne is entered in the commercial register at the local court of Cologne under HRB 281 ('CONTROLLING COMPANY').

(2) The private limited company trading as Torqeedo GmbH with registered office in Gilching is entered in the commercial register at the local court of Munich under HRB 156207 ('CONTROLLED COMPANY').

(3) The nominal capital of the CONTROLLED COMPANY is €16,919,616.00. This corresponds to 16,919,616 shares each with a face value of €1. The CONTROLLED COMPANY holds €583,332.00 (= 583,332 shares). The other 16,333,284 shares are held by the CONTROLLING COMPANY. As the voting rights of the treasury shares are suspended, the shares held by the CONTROLLING COMPANY represent 100.00 per cent of the voting capital of the CONTROLLED COMPANY (financial integration).

(4) The parties intend to enter into a profit transfer agreement. This being the case, the parties agree the following:

1 Profit transfer

(1) The CONTROLLED COMPANY undertakes to transfer its entire profit to the CONTROLLING COMPANY, starting from the beginning of the financial year in which this Agreement is entered into the commercial register. The provisions of the prevailing version of section 301 German Stock Corporation Act (AktG) apply.

(2) The CONTROLLED COMPANY may, with the consent of the CONTROLLING COMPANY, transfer amounts from net income to retained earnings (section 272 (3) German Commercial Code (HGB)), provided this is permitted under commercial law and is justified in accordance with prudent business practice.

(3) Any other retained earnings recognised under section 272 (3) HGB during the term of this Agreement may – so far as is legally permissible – be released at the request of the CONTROLLING COMPANY and transferred as profit. Other reserves and any profit carried forward or retained earnings originating from the period before this Agreement came into effect must not be transferred to the CONTROLLING COMPANY. The same applies to additional paid-in capital irrespective of whether this was recognised before or after this Agreement came into effect.

(4) The right to demand transfer of profits arises at the end of the CONTROLLED COMPANY's financial year. The amount must be credited to the account of the CONTROLLING COMPANY on that date.

2 Transfer of losses

The provisions of the prevailing version of section 302 AktG apply mutatis mutandis.

3 Term and end date of the Agreement

(1) This Agreement is subject to the consent of the Annual General Meeting of the CONTROLLING COMPANY and the shareholders' meeting of the CONTROLLED COMPANY. It takes effect upon being entered in the commercial register of the CONTROLLED COMPANY and applies retrospectively from the beginning of the CONTROLLED COMPANY's financial year in which this Agreement is entered in the commercial register.

(2) The Agreement is concluded for an indefinite period. It may be terminated with six months' notice to the end of the CONTROLLED COMPANY's financial year, but

not before the end of the financial year in which the tax group to be consolidated for the purposes of corporation tax and trade tax, established under this Agreement, has fulfilled its minimum term as required under tax law (the 'minimum term'). (Under current law this period is five years; section 14 (1) sentence 1 no. 3 in conjunction with section 17 of the German Corporation Tax Act (KStG), section 2 (2) sentence 2 of the German Trade Tax Act (GewStG).)

(3) Both parties are entitled to terminate this Agreement for cause, in particular if,

(a) as the result of a disposal of shares or for other reasons the conditions required for a financial integration of the CONTROLLED COMPANY in the CONTROLLING COMPANY under tax law will no longer exist once the measure concerned has been carried out;

(b) the CONTROLLING COMPANY moves its investment in the CONTROLLED COMPANY to a different entity; or

(c) the CONTROLLING COMPANY or the CONTROLLED COMPANY is merged, split or liquidated.

(4) If the validity of this Agreement or its due and proper implementation is not recognised or is not fully recognised under tax law, the parties agree that the minimum term will not commence until the first day of the CONTROLLED COMPANY's financial year in which the conditions required for the Agreement or its due and proper implementation to be recognised under tax law are in place for the first time, or are first met again.

4 Concluding provisions

(1) Amendments and additions to this Agreement require the consent of the shareholders' meeting of the CONTROLLING COMPANY and the shareholders' meeting of the CONTROLLED COMPANY. The consent of the CONTROLLED COMPANY must be unanimous and must be entered in the commercial register of the CONTROLLED COMPANY.

(2) Amendments and additions to this Agreement must further be made in writing, unless recording by a notary is stipulated. This also applies to the revocation of this requirement for the written form.

(3) Should any provision of this Agreement be or become invalid, impracticable or unenforceable wholly or in part, or should the Agreement prove to contain an omission, this will not affect the validity and enforceability of the remaining provisions. The parties undertake to replace the invalid, impracticable, unenforceable or missing provision with one that is valid, practicable and enforceable and which most closely approximates the economic purpose pursued by the parties.

8. Adoption of a resolution to amend the Company's Statutes (Article 15 of the Statutes)

Article 15 of the Statutes of DEUTZ AG provides that members of the Supervisory Board receive a fixed annual remuneration of €22,500, reimbursement of their expenses and an attendance fee of €2,500 for each Supervisory Board meeting attended. In addition, each member of a committee receives an attendance fee of €2,500 for each committee meeting attended. The chairman of a committee is entitled to twice this amount, and his deputy to one-and-a-half times the amount.

This remuneration provision was last amended in 2013.

The Supervisory Board has reviewed the appropriateness of its remuneration against a benchmark and has come to the conclusion that the remuneration is no longer in line with market rates.

Following extensive deliberations, the Supervisory Board and Board of Management are of the opinion that this can be remedied by increasing the fixed annual remuneration to €40,000. The chairman of the Supervisory Board should receive double the fixed annual remuneration, and his deputy one-and-a-half times the amount. At the same time, the attendance fees should be standardised and reduced to €1,500 per meeting.

A fixed annual remuneration for committee work should be introduced, whereby the Audit and Human Resources committee members should receive special remuneration because of the intensity of their work. Members of the Audit Committee and members of the Human Resources Committee are to receive an additional fixed annual remuneration of €12,000 for their committee work. Members of the Nominations Committee and members of the Arbitration Committee should receive an additional fixed annual remuneration of €8,000 for their committee work. The chairman of a committee should receive twice this amount, and his deputy one-and-a-half times the amount. The attendance fees for committee meetings should likewise be standardised and reduced to €1,500 per meeting.

These changes ensure that the remuneration is reasonable and proportionate to the work involved and the time devoted by the members of the Supervisory Board to their function, and to the position of the Company. They will also ensure that DEUTZ AG remains able to attract qualified candidates to its Supervisory Board in future.

The Board of Management and Supervisory Board propose that the following resolution be adopted:

"Article 15 of the Statutes ('Supervisory Board remuneration') shall be amended as follows:

(1) The members of the Supervisory Board receive a fixed annual remuneration of €40.000. The chairman of the Supervisory Board receives twice this amount and the deputy chairman one-and-a-half times the amount.

(2) They are also entitled to claim reimbursement of their expenses, plus an attendance fee of €1,500 for each Supervisory Board meeting they attend. The Company may also take out appropriate liability insurance in their favour.

(3) Members of the Human Resources Committee and members of the Audit Committee receive an additional fixed annual remuneration of €12,000. Members of other committees, in particular members of the Nominations Committee and members of the Arbitration Committee,

receive an additional fixed annual remuneration of €8,000. The chairman of a committee receives double this amount, and his deputy one-and-a-half times the amount. Each member of a committee also receives an attendance fee of €1,500 for each committee meeting attended.

(4) The members of the Supervisory Board also receive reimbursement of any value-added tax incurred by them in relation to their remuneration for performance of their work for the Supervisory Board.

(5) The AGM shall decide whether, and to what extent, remuneration is to be paid to the Supervisory Board if the Company is wound up.

9. Proposal to create a new authorised capital I, to authorise the Board of Management to disapply shareholders' pre-emption right for the purpose of this capital increase, and to amend the Statutes accordingly (Article 4 of the Statutes)

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

9.1 Authorisation

The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or before 25 April 2023 on one or more occasions in instalments through the issue of up to 36,258,534 new no-par-value bearer shares for cash by up to a total amount of €92,693,470.30 (authorised capital I).

Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right). However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of shareholders for fractional amounts arising on the calculation of pre-emption rights.

The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital I.

9.2 Amendment to the Statutes

The Statutes of the Company are amended with the addition of the following new paragraph (2) to article 4:

"(2) The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or before 25 April 2023 on one or more occasions in instalments through the issue of up to 36,258,534 (in words: thirty-six million two hundred and fifty-eight thousand five hundred and thirty-four) new no-par-value bearer shares for cash by up to a total amount of €92,693,470.30 (in words: ninety-two million six hundred and ninety-three thousand four hundred and seventy euros and thirty cents) (authorised capital I). Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right). However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of shareholders for fractional amounts arising on the calculation of pre-emption rights. The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital I."

10. Proposal to create a new authorised capital II, to authorise the Board of Management to disapply shareholders' pre-emption right for the purpose of this capital increase, and to amend the Statutes accordingly (Article 4 of the Statutes)

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

10.1 Authorisation

The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or before 25 April 2023 on one or more occasions in instalments through the issue of up to 24,172,356 new no-par-value bearer shares for cash and/or non-cash contribution by up to a total amount of €61,795,646.86 (authorised capital II).

Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right).

However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the existing shareholders

a) for fractional amounts;

b) for capital increases against non-cash contributions, in particular

(i) when issuing new shares for mergers or acquisitions of entities, parts of entities or equity investments in entities, including increases in existing shareholdings or other assets eligible as capital contributions in connection with such acquisition plans, including receivables from the Company,

(ii) when acquiring other assets or claims to the acquisition of assets and

(iii) when carrying out a so-called scrip dividend, where shareholders are offered the option of exchanging their rights to a dividend (wholly or in part) for new shares;

c) for cash contributions, if the issue price of the shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed;

d) in order to grant holders or creditors of bonds with option or conversion rights to shares of the Company or with option or conversion obligations (where such bonds are issued or are to be issued in future by the Company or by one of its direct or indirect majority shareholdings) a pre-emption right to the same amount of new shares in the Company that they would be entitled to as a shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

The total shares issued subject to a disapplication of pre-emption rights against cash and/or non-cash contributions must not exceed 20 per cent of the issued capital either at the time this authorisation becomes effective or – if this value is lower – at the time this authorisation is utilised. The aforementioned 20 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of all other authorisations under disapplication of pre-emption rights ('disapplication limit'), with the exception of a disapplication of pre-emption rights for fractional amounts. An issue of shares in this sense also includes the issue or creation of option or conversion rights or obligations in respect of the Company's shares from bonds issued by the Company or by its direct or indirect majority shareholdings, if the bonds are issued on the basis of an appropriate authorisation during the term of this authorisation, disapplying pre-emption rights. If another authorisation for a disapplication of shareholders' pre-emption rights that was exercised during the term of this authorisation is renewed by the Annual General Meeting, however, the disapplication limit will not apply to the extent that the renewed authorisation permits the issue of shares with disapplication of pre-emption rights.

The total of the shares issued for cash with the disapplication of pre-emption rights pursuant to c) must not exceed 10 per cent of the issued capital at the time the issue becomes effective or – if lower – 10 per cent of the issued capital existing at the time this authorisation is exercised.

The aforementioned 10 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of other authorisations in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG with the disapplication of pre-emption rights ('disapplication limit'). This restriction also includes shares that have been or will be issued in order to service bonds with conversion rights, option rights or conversion or option obligations in so far as the bonds were issued by the Company or a direct or indirect majority shareholding during the term of this authorisation with the disapplication of pre-emption rights in application mutatis mutandis of section 186 (3) sentence 4 AktG. If another authorisation for a disapplication of shareholders' pre-emption rights that was exercised during the term of this authorisation is renewed by the Annual General Meeting, the disapplication limit will cease to apply to the extent that the renewed authorisation permits the issue of shares with the disapplication of pre-emption rights in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG.

The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital II."

10.2 Amendment to the Statutes

The Statutes of the Company are amended with the addition of the following new paragraph (3) to article 4:

"(3) The Board of Management is authorised, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on or before 25 April 2023 on one or more occasions in instalments through the issue of up to 24,172,356 (in words: twenty-four million one hundred and seventy-two thousand three hundred and fifty-six) new no-par-value bearer shares for cash and/or non-cash contribution by up to a total amount of €61.795.646,86 (in words: sixty-one million seven hundred and ninety-five thousand six hundred and forty-six euros and eighty-six cents) (authorised capital II). Pre-emption rights must be granted to existing shareholders. Pursuant to section 203 (1) sentence 1 and section 186 (5) AktG, the

new shares may be transferred to one or more banks or to a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act subject to an undertaking by the bank(s) or company to offer the shares to existing shareholders (indirect pre-emption right). The Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the existing shareholders,

a) for fractional amounts;

b) for capital increases against non-cash contributions, in particular

(I) when issuing new shares for mergers or acquisitions of entities, parts of entities or equity investments in entities, including increases in existing shareholdings or other assets eligible as capital contributions in connection with such acquisition plans, including receivables from the Company,

(II) when acquiring other assets or claims to the acquisition of assets and

(III) when carrying out a so-called scrip dividend, where shareholders are offered the option of exchanging their rights to a dividend (wholly or in part) for new shares;

c) for cash contributions, if the issue price of the shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed;

d) in order to grant holders or creditors of bonds with option or conversion rights to shares of the Company or with option or conversion obligations (where such bonds are issued or are to be issued in future by the Company or by one of its direct or indirect majority shareholdings) a pre-emption right to the same amount of new shares in the Company that they would be entitled to as a shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

The total shares issued subject to a disapplication of pre-emption rights against cash and/or non-cash contributions must not exceed 20 per cent of the issued capital either at the time this authorisation becomes effective or – if this value is lower – at the time this authorisation is utilised. The aforementioned 20 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of all other authorisations under disapplication of pre-emption rights ('disapplication limit'), with the exception of a disapplication of pre-emption rights for fractional amounts. An issue of shares in this sense also includes the issue or creation of option or conversion rights or obligations in respect of the Company's shares from bonds issued by the Company or by its direct or indirect majority shareholdings, if the bonds are issued on the basis of an appropriate authorisation during the term of this authorisation, disapplying pre-emption rights. If another authorisation for a disapplication of shareholders' pre-emption rights that was exercised during the term of this authorisation is renewed by the Annual General Meeting, however, the disapplication limit will not apply to the extent that the renewed authorisation permits the issue of shares with disapplication of pre-emption rights.

The total of the shares issued for cash with the disapplication of pre-emption rights pursuant to c) must not exceed 10 per cent of the issued capital at the time the issue becomes effective or – if lower – 10 per cent of the issued capital existing at the time this authorisation is exercised.

The aforementioned 10 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of other authorisations in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG with the disapplication of pre-emption rights ('disapplication limit'). This restriction also includes shares that have been or will be issued in order to service bonds with conversion rights, option rights or conversion or option obligations in so far as the bonds were issued by the Company or a direct or indirect majority shareholding during the term of this authorisation with the disapplication of pre-emption rights in application mutatis mutandis of section 186 (3) sentence 4 AktG. If another authorisation for a disapplication of shareholders' pre-emption rights that was

exercised during the term of this authorisation is renewed by the Annual General Meeting, the disapplication limit will cease to apply to the extent that the renewed authorisation permits the issue of shares with the disapplication of pre-emption rights in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG.

The Board of Management is further authorised, with the consent of the Supervisory Board, to specify the further content of the share rights and the terms of the share issue for implementing any capital increases under authorised capital II."

Report of the Board of Management pursuant to sections 203 (1), 203 (2) and 186 (4) sentence 2 AktG concerning agenda items 9 and 10

In respect of points 9 and 10 of the agenda, the Board of Management and Supervisory Board propose the creation of new authorised capital I and II.

The Board of Management has submitted a written report pursuant to sections 203 (2) and 186 (4) sentence 2 AktG on the reasons for the authorisation to disapply shareholders' pre-emption rights proposed in agenda items 9 and 10. The report is available on the DEUTZ AG website at www.investor-relations.hauptversammlung-2018.deutz.com and at the same time is also available for inspection by shareholders at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) from the date on which the Annual General Meeting is convened. On request, this report will also be sent to any shareholder immediately and free of charge. The published report reads as follows:

"The Statutes of DEUTZ AG do not currently make any provision for the granting of authorisations for corporate actions relating to the issued capital. The Company needs options that allow it to respond to the markets in a manner that protects its share price. It also needs to be able to carry out capital increases in return for both cash and non-cash contributions. To this end, the management of the Company requires the creation of appropriate new

authorisations for the longest legally permissible period of five years that enable it to increase the issued capital of the Company through the issue of new no-par-value bearer shares.

Overall, it plans to create a new authorised capital I and authorised capital II with a combined total of up to €154,489,117.16. Authorised capital I authorises the Board of Management, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on one or more occasions through the issue of new no-par-value bearer shares for cash by up to a total amount of €92,693,470.30. Authorised capital II authorises the Board of Management, subject to the consent of the Supervisory Board, to increase the issued capital of the Company on one or more occasions through the issue of new no-par-value bearer shares for cash and/or non-cash contributions by up to a total amount of €61,795,646.86. The management is requesting that the authorisations be granted for the longest period permissible under the law (up to 25 April 2023).

The proposed authorisations for the issue of new shares under authorised capital I and II are also intended to allow the Company to respond at short notice to any funding requirements that may arise.

Existing shareholders will generally have statutory pre-emption rights when the proposed authorised capital I or II is utilised. In addition to a direct issue of the new shares to the shareholders, it will also be possible under authorised capital I and II to offer the new shares to the shareholders in such a way that they will firstly be transferred to banks or companies equivalent to banks under section 186 (5) sentence 1 AktG, which undertake to offer them to the shareholders. The sole reason for the interposition of banks or companies equivalent to banks under section 186 (5) sentence 1 AktG is to make the process of selling the shares easier from a technical perspective. It does not lead to a de facto disapplication of shareholders' pre-emption rights, in accordance with the legislator's assessment of section 186 (5) sentence 1 AktG.

In the case of authorised capital I, however, the plan provides for the disapplication of pre-emption rights for fractional amounts. This is intended to facilitate the processing of an issue in which existing shareholders generally have a pre-emption right. Fractional amounts may arise as a result of the issue volume and the need for a manageable ratio in the pre-emption rights calculation. The value of these fractional amounts is normally minimal as far as the individual shareholder is concerned, whereas the effort required to carry out an issue without a disapplication of rights of this kind is significantly greater than otherwise would be the case. Furthermore, any dilutive effect owing to the restriction of fractional amounts is negligible. The shares arising from the fractional amounts and made available as a consequence of the disapplication of the pre-emption rights of existing shareholders are sold to generate the best possible benefit for the Company. The disapplication of pre-emption rights is therefore practical and facilitates the implementation of an issue.

In the case of authorised capital II, the Board of Management is to be further authorised to disapply the pre-emption rights of shareholders also for fractional amounts (see above) as well as in the following cases:

(a) for capital increases against non-cash contributions,

(b) for cash contributions up to a maximum of 10 per cent of the issued capital at the time this authorisation takes effect or – if lower – the issued capital at the time this authorisation is utilised, if the issue price of the shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed, and

(c) in order to grant holders or creditors of bonds with option or conversion rights to shares of the Company or with option or conversion obligations (where such bonds are issued or are to be issued in future by the Company or by one of its direct or indirect majority shareholdings) a pre-emption right to the same amount of new shares in the Company that they would be entitled to as a

shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

Re (a) Disapplication of pre-emption rights in the event of non-cash capital increases

In the event of a capital increase against non-cash contributions utilising the authorised capital II, the Board of Management is to be authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the shareholders. This will enable the Board of Management, without recourse to the capital markets, to use the Company's shares in suitable individual cases as consideration for non-cash contributions, particularly in connection with mergers or the acquisition of entities, parts of entities or equity investments in entities, or of other assets, such as receivables or industrial property rights, or rights to acquire such other assets. The Company operates in a competitive environment. It therefore needs to be able to act swiftly and flexibly at all times in rapidly changing markets. This includes being able to acquire entities, parts of entities or equity investments in entities, as well as other assets. Experience shows that a high price often has to be paid for the acquisition of entities, parts of entities or equity investments in entities, as well as other assets. In many cases, this price cannot or should not be paid in cash. This may be because the seller demands shares in the acquirer as consideration, or it may be in the interests of the Company to offer shares in the Company, particularly to know-how owners, as a means of securing long-term loyalty to the Company. This applies in particular if the entity being acquired is not the owner of all industrial property rights or intellectual property rights associated with its business. In such and similar cases DEUTZ AG must be in a position to acquire assets associated with the intended acquisition and to grant shares in return – whether to protect liquidity or because the seller demands them – provided that the assets concerned are eligible as capital contributions. The proposed authorisation gives the Company the necessary latitude to quickly and flexibly exploit any opportunities to acquire entities, parts of entities or equity investments in entities, and other assets. Granting

the shareholders' pre-emption rights would require a subscription offer and could substantially delay a planned transaction. Furthermore, it may not be possible to guarantee the confidentiality or transaction security stipulated by the sellers as a condition, and the transaction could fail for these reasons.

There are currently no specific plans to utilise this authorisation. If specific acquisition opportunities present themselves, the Board of Management will carefully review them and will use the authorisation granted to it only in the best interests of the Company. Only if these conditions are met will the Supervisory Board grant its consent.

By analogy with section 255 (2) AktG, the value of the acquired entity, part of an entity, equity investment or other assets must not be unreasonably low in relation to the value of the shares to be issued, as determined by an overall assessment to be carried out by the Board of Management and Supervisory Board, so that there is no risk of any impairment of the shareholders' assets. The shares to be granted in the Company and the asset to be acquired will generally be valued at market price or, if no market price can be determined, on the basis of a valuation by an impartial expert e.g. an auditing firm and/or investment bank, in order to avoid the exercising of the authorisation leading to any erosion of the Company's share value.

For the first time, the authorisation to disapply pre-emption rights against non-cash contributions also explicitly permits the issuance of shares for the purposes of a scrip dividend. The scrip dividend involves offering shareholders the option of exchanging all or part of their dividend entitlement – acquired by way of the profit appropriation resolution of the AGM – for new shares in the Company.

A scrip dividend may be implemented as a genuine rights issue, specifically in compliance with the provisions of section 186 (1) AktG (minimum two-week subscription period) and section 186 (2) AktG (announcement of the issue price at least three days before the expiry of the subscription period). The shareholders will only be offered whole shares. In respect of any portion of the dividend entitlement that is below the subscription price for a whole

share, shareholders are referred to the subscription of the cash dividend and are unable to subscribe to shares for this amount. No offer of partial rights is envisaged, nor is the establishment of any trade in pre-emption rights. Because the shareholders receive a cash dividend in lieu of the right to subscribe new shares, this is generally regarded as fair and reasonable.

Depending on the capital market situation, it may be preferable in an individual case to structure the scrip dividend in such a way that the Board of Management offers new shares to all shareholders eligible for dividends (while complying with the principle of equal treatment (section 53a AktG)) in exchange for their dividend entitlement, thus granting the shareholders a pre-emption right in economic terms, but at the same time excluding the pre-emption right of the shareholders to new shares in legal terms. Such disapplication of the pre-emption right enables the scrip dividend to be implemented without having to comply with the requirements of section 186 (1) and (2) AktG, i.e. on more flexible terms. Furthermore, the scrip dividend could generally be implemented more easily and at lower cost. In view of the fact that all shareholders are offered the new shares and surplus dividend amounts are settled through payment of a cash dividend, a disapplication of pre-emption rights would fundamentally appear to be fair and reasonable in this case, too.

Re (b) Disapplication of pre-emption rights in the event of cash capital increases

The pre-emption right may also be disapplied for authorised capital II pursuant to section 186 (3) sentence 4 AktG in the event of a capital increase against cash contributions. The purpose of this authorisation is to make use of the simplified disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG. The statutory disapplication of pre-emption rights provided for in section 186 (3) sentence 4 AktG puts the Company in a position where it can quickly, flexibly and at low cost make use of the opportunities afforded by stock market conditions at any given time. This will enable the Company to strengthen its capital in the best interests of the Company and all its shareholders. Relieved of the time-consuming and costly

processing of pre-emption rights, the Company can rapidly cover any equity capital requirement. It can also attract new groups of shareholders in Germany and abroad. Having this option available is also important to the Company because it needs to be able to make use of opportunities arising in its markets quickly and flexibly, and therefore needs to be able to meet any need for capital, sometimes at very short notice. Pursuant to section 186 (3) sentence 4 AktG, the authorisation is limited to a maximum of 10 per cent of the issued capital at the time this authorisation takes effect or – if lower – the issued capital at the time the authorisation is utilised. This 10 per cent limit includes shares that are acquired on the basis of an authorisation granted by the Annual General Meeting and sold during the period of this authorisation pursuant to section 71 (1) no. 8 sentence AktG in conjunction with section 186 (3) sentence 4 or issued on the basis of another authorisation to disapply pre-emption rights pursuant to section 186 (3) sentence 4 AktG during the term of this authorisation. Specifically, it includes shares that have been or are to be issued in order to service bonds with conversion or option rights or conversion or option obligations in so far as these bonds were issued during the term of this authorisation with the disapplication of pre-emption rights in application mutatis mutandis of section 186 (3) sentence 4 AktG.

These shares are not included, however, if the other exercised authorisation is renewed. In this case, the offsetting rule will lapse to the extent that the renewed authorisation permits the issue of shares with disapplication of pre-emption rights in direct application or application mutatis mutandis of section 186 (3) sentence 4 AktG. If, for example, in addition to the authorised capital, the Company is also authorised to sell treasury shares, a sale of shares amounting to 10 per cent of the issued capital with the disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG would be applied to the authorisation first, with the result that no more shares would be able to be issued with the disapplication of pre-emption rights under the authorisation. If the Annual General Meeting subsequently renews the authorisation to sell treasury shares and thereby grants another authorisation

to disapply pre-emption rights pursuant to section 186 (3) sentence 4 AktG for 10 per cent of the issued capital, the limit in respect of the authorised capital that had previously been applied would no longer apply. The Company would subsequently be able to issue shares, disapplying pre-emption rights, on the basis of the authorised capital up to a limit of 10 per cent of the issued capital.

This protects the interests of the shareholders as it ensures that utilisation of the authorisation does not result in any dilution of their shareholding that cannot be compensated through a subsequent purchase of shares via the stock market. This accords with the intention of the legislators as expressed in section 186 (3) sentence 4 AktG.

The authorisation is also subject to the proviso that the issue price for the new shares is not significantly below the market price of the existing publicly listed shares in the Company on the date the final issue price is fixed. The issue price for the new shares will therefore be based on the market price of the already traded shares and will not be substantially below the relevant market price (generally no more than 3 per cent lower, never more than 5 per cent lower), so that the shareholders need not fear a significant dilution of their shareholdings.

Re (c) Disapplication of pre-emption rights in favour of bond holders

The management should also be able to exclude pre-emption rights, where necessary, in order to grant holders or creditors of bonds with option or conversion rights or option or conversion obligations (where such bonds are issued or are to be issued in future by the Company or by one of its direct or indirect majority shareholdings) a pre-emption right to the same amount of new shares in the Company that they would be entitled to as a shareholder following the exercise of their option or conversion rights or after fulfilling option or conversion obligations.

Bond conditions such as these are frequently provided for as an anti-dilution mechanism for bond holders or creditors, in order to facilitate the placement of bonds on the capital market. Pre-emption rights to new shares – equal to those pre-emption rights granted to existing shareholders – are granted to the holders or creditors of the aforementioned bonds in lieu of a discounted option or conversion price. This puts the bond holders or creditors in the same position they would have been in if they were already shareholders. Mechanisms to disapply the pre-emption rights of the existing shareholders to these shares must be available in order to allow the terms of the bonds to include dilution protection of this nature. The advantage of this approach over dilution protection trough a reduction of the option or conversion price is that the Company can achieve a higher issue price for the shares to be issued when the option or conversion right or obligation is exercised.

Final assessment of the Board of Management

In the opinion of the Board of Management, taking into account all circumstances presently known, the proposed authorisations to disapply pre-emption rights thus serve legitimate purposes, are in the Company's interest, and appear to be suitable and necessary for achieving these purposes. The possibilities for disapplying pre-emption rights are also proportionate with regard to the shareholders' interests, as they take account of the interests of the Company in disapplying pre-emption rights in the specific circumstances referred to, while at the same time taking appropriate account of the interests of the shareholders.

To protect shareholders, the authorisation of the Board of Management to disapply shareholders' pre-emption rights in the event of a share issue against cash and non-cash contribution – with the exception of the disapplication of pre-emption rights for fractional amounts – is capped at 20 per cent of the present issued capital, equal to 24,172,356 shares with the pro rata amount of the issued capital of €61,795,646.86 or – if lower – at 20 per cent of the issued capital at the time this authorisation is exercised.

This restriction is considerably below the legally permitted limit of 50 per cent of issued capital for which an authorisation to disapply pre-emption rights can be granted. This means that a substantial dilution of the shareholdings of existing shareholders is prevented from the outset.

The 20 per cent limit includes shares that are sold or issued during the term of this authorisation on the basis of all other authorisations under disapplication of pre-emption rights. An issue of shares in this sense also includes the issue or creation of option or conversion rights or obligations in respect of the Company's shares for bonds issued by the Company or by its direct or indirect majority shareholdings, if the option or conversion rights or obligations are issued on the basis of an authorisation disapplying pre-emption rights during the term of this authorisation.

This disapplication limit clause will ensure that the Board of Management's ability to disapply pre-emption rights cumulatively – i.e. taking account of other authorisations granted to it – will not result in shareholdings being diluted by more than the 20 per cent limit.

The aforementioned provisions concerning the disapplication of pre-emption rights, where a limit applied in respect of a previous authorisation no longer applies to a subsequent authorisation, apply mutatis mutandis to this limit.

There are currently no specific plans to utilise the authorisations.

The Board of Management will utilise the requested authorisations with the disapplication of pre-emption rights only if, in the specific instances, this is suitable, necessary and – in view of the impaired shareholders interests – proportionate to achieve a legitimate objective in the Company's interest. Only if these conditions are met will the Supervisory Board grant its consent. The Board of Management will report on the disapplication of pre-emption rights to the next Annual General Meeting following the utilisation of the authorisation to disapply pre-emption rights.

11. Proposal to authorise the Board of Management to issue convertible bonds, warrant-linked bonds, profit-sharing rights and/or income bonds with or without conversion rights or option rights in respect of shares in the Company (or combinations of these instruments) and to disapply pre-emption rights; at the same time to create conditional capital and to amend the Statutes accordingly (Article 4 of the Statutes).

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

11.1 The Board of Management is authorised to issue convertible bonds, warrant-linked bonds, profit-sharing rights and/or income bonds with or without conversion rights or option rights in respect of shares in the Company (or combinations of these instruments) and to disapply pre-emption rights.

The Board of Management is authorised, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds, warrant-linked bonds and/or profit-sharing rights as well as income bonds with or without conversion rights or option rights (or combinations of these instruments) (together referred to as 'bonds') on one or more occasions until 25 April 2023 up to a cumulative principal value of €500,000,000 with or without a limited maturity term and to grant the holders/creditors of bonds conversion or option rights to obtain new no-par-value bearer shares of the Company with a value of up to €154,489,117.16 of the issued capital.

The applicable terms and conditions for the bonds may provide that they are serviced from conditional capital to be newly created as part of this authorisation, or are exclusively or, at the discretion of the Company, alternatively, serviced using shares of the Company from authorised capital, or from a pool of shares in the Company or its subsidiaries that are already held or will need to be purchased on the basis of an authorisation of the Company to this effect. The terms and conditions may also contain a conversion/option exercise obligation for bond holders/creditors or a right on the part of the Company to sell shares to the bond holder/creditor (or combinations of

such provisions) at times to be freely determined, but in particular towards the end of the maturity term.

Bonds may be issued in return for a cash or non-cash contribution. The bond issues may be denominated in euros or in any other legal tender of an OECD member state. In the event that the bond issue is denominated in a foreign currency, when calculating the limit for the total principal amount, the par value of the bonds on the day of the decision to issue the bonds must be converted into euros.

The bonds may be issued on one or more occasions, as one issue or in several instalments, or all at the same time but in several distinct tranches. All bonds issued within the same tranche must have equal rights and obligations.

When warrant-linked bonds are issued, one or more warrants are attached to each bond and these warrants entitle or oblige the holder/creditor to obtain no-par-value bearer shares of the Company or come with an attached right of the issuer to sell the shares to the shareholder, as specified in the relevant terms and conditions. The value of the Company's no-par-value shares to be received per bond – expressed as a portion of the Company's issued capital – must not exceed the par value of the bond. The conversion ratio can be rounded to allow for an allocation of whole numbers of shares per contract. It may also be stipulated that fractional amounts can be aggregated and/or settled in cash. The same also applies if warrants are attached to a profit-sharing right or an income bond.

When convertible bonds are issued, their holders/creditors receive the right/obligation to convert their convertible bonds into no-par-value bearer shares in the Company in accordance with the detailed terms and conditions specified by the Board of Management. The conversion ratio is calculated by dividing the par value or (if applicable) the below-par issue price of the convertible bond by the specified conversion price for one no-par-value bearer share. The conversion ratio can be rounded to allow for an allocation of whole numbers of shares per contract; an additional cash payment can also be specified. It may also be stipulated that fractional amounts can be aggregated

and/or settled in cash. The proportion of the issued capital attributable to the shares being issued upon conversion must not exceed the par value of the bond. The applicable terms and conditions may entitle the Company to fully or partly settle in cash any difference between the bond's par value and the amount resulting from multiplying the conversion ratio with a market price reading of the stock at the time of the forced conversion (to be precisely defined in the terms and conditions); this market price must not be lower than the minimum conversion/option exercise price defined in this authorisation.

The above provisions apply mutatis mutandis if the conversion right or conversion obligation is attached to a profit-sharing right or an income bond.

The applicable terms and conditions may permit the Company to satisfy the entitlement of the conversion/option right holder through cash settlement instead of delivering shares of the Company, or to opt for a combination of cash settlement and delivery of shares. The terms and conditions may also stipulate that the number of shares received upon exercising conversion/option rights or complying with an attached conversion obligation or a corresponding conversion right may be variable and/or that the conversion/option exercise price may be adjusted during the term of maturity within a certain price range (to be specified by the Board of Management) depending on the performance of the share price or as a result of dilution protection provisions. Dilution protection or adjustments may be stipulated especially if changes in the Company's capital base are expected during the term of the bonds (e.g. as a result of a capital increase, a capital reduction or a stock split), if dividend payments, issuances of additional convertible bonds or warrant-linked bonds or other conversion activities are planned or if other events occur during the term of the bonds that affect the value of the option/conversion rights. Dilution protection measures or adjustments may, in particular, be implemented by granting subscription rights, changing the conversion/option exercise price or adjusting or establishing cash settlement provisions for parts of transactions.

The conversion/option exercise price to be determined must not be lower than 80 per cent of the Company's share price as quoted on XETRA (or a comparable successor system). The calculation is based on the average volume-weighted closing price of the last ten trading days before the day on which the Board of Management adopts the resolution for the issuance of the bonds in question. For subscription rights trading, the days during which the rights are traded – excluding the last two trading days – constitute the basis for calculation. For bonds with a conversion/option exercise obligation or an attached right of the issuer to sell shares, the conversion/option exercise price can be either at or above the aforementioned minimum price or equivalent to the average volume-weighted trading price of the Company's stock based on a minimum of three trading days on XETRA (or a comparable successor system) immediately before the determination of the conversion/option exercise price, in accordance with the applicable terms and conditions, even if this average trading price is below the aforementioned minimum price threshold (80 per cent). Section 9 (1) and section 199 (2) AktG remain unaffected.

Existing shareholders generally have pre-emption rights. As set out in section 186 (5) sentence 1 AktG, the bonds may also be transferred to one or more banks or companies subject to an undertaking by the bank(s) or company/companies to offer the shares to existing shareholders (indirect pre-emption right).

However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply such pre-emption rights:

– where necessary with regard to fractional amounts arising from the subscription ratio;

– where convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) are issued, provided they are issued against cash payment and the issue price is not significantly lower than the theoretical market value of the convertible

bonds/warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) as determined using recognised financial calculation methods. The notional amount of the shares (to be issued upon conversion of the bonds issued in accordance with this authorisation) as a proportion of the Company's issued capital must not exceed the lower value of 10 per cent of the issued capital at the time when this authorisation comes into effect or 10 per cent of the issued capital at the point in time when this authorisation is utilised. Shares issued or sold in direct or indirect application of section 186 (3) sentence 4 AktG during the period of validity of this authorisation, up to the point in time when this authorisation is utilised, must be included in the calculation of the aforementioned 10 per cent limit. Shares to be issued or granted upon conversion of bonds issued during the period of validity of this authorisation on the basis of the utilisation of another authorisation with the disapplication of pre-emption rights in accordance with this provision must also be included in the calculation of the aforementioned 10 per cent limit;

– if the bonds are issued against non-cash payments or contributions, especially in the context of company mergers or (direct or indirect) acquisitions of companies, businesses, business units, equity investments or other assets, or entitlements to acquire assets, including the acquisition of outstanding debts against the Company or its group companies;

– if profit-sharing rights or income bonds are issued without conversion/option rights or conversion/option exercise obligations, provided these profit-sharing rights or income bonds are structured in a form similar to bonds, i. e. they do not confer any rights of membership in the Company, they grant no share of liquidation proceeds and the amount of the coupon is not calculated on the basis of net income, accumulated income or the dividend. In addition, the coupon and the issue price of the profit-sharing rights or income bonds must, in such cases, reflect the prevailing market terms for comparable instruments at the time of issue;

– in order to grant holders/creditors of conversion/option rights in respect of Company shares or conversion/option exercise obligations, or recipients of shares under a right to sell on the part of the Company, compensation for dilution effects in the form of pre-emption rights in relation to a number of shares that is equivalent to the number to which they would have been entitled upon exercise of their right or fulfilment of their obligation.

Any issuance of bonds in disapplication of the pre-emption rights as set out in this authorisation is permitted only if the value of the new shares to be issued upon conversion of such bonds, expressed as a proportion of the Company's issued capital, does not exceed 20 per cent of the issued capital, neither when calculated at the time this authorisation becomes effective, nor when calculated at the time this authorisation is utilised (if the latter value is lower). Included in the calculation of this 20 per cent limit (with the exception of pre-emption rights for fractional amounts) are (i) shares issued or sold during the period of validity of this authorisation based on the use of another authorisation in disapplication of the pre-emption rights or (ii) shares issued upon conversion/exercise of convertible bonds or warrant-linked bonds issued during the period of validity of this authorisation based on the use of another authorisation in disapplication of the pre-emption rights.

The Board of Management is authorised, subject to the consent of the Supervisory Board, to determine the finer details of the issue and the terms and conditions of the bonds – in particular the coupon rate and coupon type, the issue price, the maturity, the denomination, the conversion/exercise price and the conversion/exercise period – or to set these details out in collaboration and agreement with the decision-making bodies of the issuing Group companies.

This authorisation also extends to the possibility of providing the necessary guarantees for bond issuances of other Group companies and making other declarations and performing other actions as required for a successful issuance.

11.2 Creation of conditional capital

The issued capital is increased by conditional capital of up to a total of €154,489,117.16 through the issue of up to 60,430,890 new no-par-value bearer shares. This conditional capital increase serves to grant shares to holders/creditors of conversion/option rights attached to bonds that the Company or its Group companies may only issue in exchange for cash until 25 April 2023, pursuant to the authorisation granted under item 11.1 of the agenda.

The new shares are issued at the conversion price or option exercise price determined in accordance with agenda item 11.1. The conditional capital will only be increased to the extent to which conversion/option rights are being exercised and/or attached conversion/option obligations or a right of the Company to sell shares are being fulfilled and no treasury shares or other means are used to satisfy such rights and/or obligations.

The new shares entitle their holders to a share of the Company's profits from the beginning of the financial year in which they are created through the exercise of conversion rights or option rights, or through the fulfilment of conversion obligations or receipt of the shares as a result of the Company's right to sell.

The Board of Management is authorised, subject to the consent of the Supervisory Board, to decide on the finer details when implementing the conditional capital increase.

11.3 The Statutes of the Company are amended with the addition of the following new article 4 (4):

"(4) The issued capital is increased conditionally by up to €154,489,117.18 (in words: one hundred and fifty-four million four hundred and eighty-nine thousand one hundred and seventeen euros and eighteen cents) through the issue of up to 60,430,890 (in words: sixty million four hundred and thirty thousand eight hundred and ninety) new no-par-value bearer shares. The conditional capital will only be increased to the extent to which the holders/creditors of conversion rights and/or option rights attached to

convertible bonds, warrant-linked bonds, profit-sharing rights or income bonds (or any combination of such instruments) – issued by the Company or its Group companies against cash on or before 25 April 2023 based on the authorisation granted by resolution at the Annual General Meeting on 26 April 2018 – exercise their conversion rights or option rights, or to the extent to which holders/creditors who are obliged to convert their convertible bonds (or profit-sharing rights or income bonds with an attached conversion obligation) – issued by the Company or its Group companies on or before 25 April 2023 based on the authorisation granted by resolution at the Annual General Meeting on 26 April 2018 – fulfil their conversion obligation or take receipt of shares as a result of the Company exercising its right to sell; and to the extent to which such rights and obligations are not fulfilled using treasury shares or other means. The new shares entitle their holders to a share of the Company's profits from the beginning of the financial year in which they are created through the exercise of conversion rights or option rights, or through the fulfilment of conversion obligations or receipt of the shares as a result of the Company's right to sell. The Board of Management is authorised, subject to the consent of the Supervisory Board, to decide on the finer details when implementing the conditional capital increase."

Report of the Board of Management pursuant to section 221 (4) sentence 2 and section 186 (4) sentence 2 AktG on agenda item 11.

The Board of Management has submitted a written report pursuant to section 221 (4) sentence 2 and section 186 (4) sentence 2 AktG on the reasons for the authorisation to disapply shareholders' pre-emption rights and for the issue price proposed in agenda item 11. The report is available on the DEUTZ AG website at www.investor-relations.hauptversammlung-2018.deutz.com and at the same time is also available for inspection by shareholders at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) from the date on which the Annual General Meeting is convened. On request, this report will also be sent to any shareholder immediately and free of charge. The published report reads as follows:

"Issuing convertible bonds, warrant-linked bonds, profit-sharing rights and/or income bonds (or combinations of these instruments) (together referred to as 'bonds') offers not only traditional ways of raising debt and equity capital but also allows the Company to make use of attractive alternative financing options in the capital market depending on market conditions. In particular, the authorisation to issue profit-dependent or profit-oriented instruments such as profit-sharing rights and income bonds expands the range of methods available to the Company to strengthen its funding by issuing this type of instrument, and thereby to lay and secure the foundations for its future performance. The Annual General Meeting will therefore propose that a new authorisation be granted for the issuing of convertible bonds, warrant-linked bonds, profit-sharing rights and/or income bonds (or combinations of these instruments).

The proposed new authorisation is intended to facilitate both an adjustment to current market practices and further flexibility. In total, issuances of bonds up to a cumulative principal of €500,000,000 shall be authorised, which entitle their holders to receive up to 60,430,890 no-par-value bearer shares of the Company.

Issuing convertible bonds, warrant-linked bonds, profit-sharing rights and/or income bonds (or combinations of these instruments) allows the Company to benefit from attractive conditions to raise debt capital, which – depending on the terms and conditions of the individual instruments – can be classified as equity or equity-like capital for rating and reporting purposes.

The conversion and/or option premiums earned as well as the equity classification strengthen the Company's capital base and thus open up attractive funding opportunities. In addition to granting conversion/option rights, possibilities to impose conversion/option exercise obligations and attach rights of the Company to sell shares to bond holders (or combinations of these instruments) are being envisaged as further opportunities to expand the scope for the structuring of such financing instruments. The authorisation furthermore offers the Company flexibility to issue bonds directly or through other Group companies. Bond

issues may be denominated in euros or in any other legal tender of an OECD member state and may have a limited or indefinite maturity term.

Existing shareholders must generally be given pre-emption rights. In order to simplify the process, the authorisation shall also include the possibility to transfer bonds to banks or companies within the meaning of section 186 (5) sentence 1 AktG subject to an undertaking by the banks or companies to offer the shares to existing shareholders according to their pre-emption rights (indirect pre-emption right). However, an exclusion of such pre-emption rights shall be permitted under the following circumstances.

Where convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) are issued, the Board of Management is to be provided with an authorisation to disapply the pre-emption rights of existing shareholders subject to the consent of the Supervisory Board, provided these convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) are issued against cash payment and the issue price is not significantly lower than the theoretical market value of the convertible bonds/ warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) as determined using recognised financial calculation methods. The notional amount of the shares (to be issued upon conversion of the bonds issued in accordance with this authorisation) as a proportion of the Company's issued capital must not exceed the lower value of 10 per cent of the issued capital at the time when this authorisation comes into effect or 10 per cent of the issued capital at the point in time when this authorisation is utilised. Shares issued or sold in direct or indirect application of section 186 (3) sentence 4 AktG during the period of validity of this authorisation, up to the point in time when this authorisation is utilised, must be included

in the calculation of the aforementioned 10 per cent limit. Shares to be issued or granted upon conversion of bonds issued during the period of validity of this authorisation on the basis of the utilisation of another authorisation with the disapplication of pre-emption rights in accordance with this provision must also be included in the calculation of the aforementioned 10 per cent limit.

The inclusion in the calculation of this limit ensures that convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) are not issued if this would lead to a disapplication of pre-emption rights for shares worth more than 10 per cent of the Company's issued capital in direct or indirect application of section 186 (3) sentence 4 AktG without a specific objective reason. This more far-reaching restriction is stipulated in the interest of shareholders who seek to maintain their proportionate ownership stake when corporate actions such as capital increases occur. In the event that pre-emption rights are disapplied, the issue price for the bonds must not be set significantly below the market price due to the direct or indirect applicability of section 186 (3) sentence 4 AktG. This provision is intended to protect existing shareholders against a dilution of their holdings. The prohibition of issuing a bond at a price significantly below the estimated market value – which is envisaged as part of the authorisation – would effectively reduce the value of a pre-emption right to near zero. In order to ensure that this bond issuance requirement is met, the price at which the bonds are issued must not be significantly lower than the theoretical market value of the convertible bonds/warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion obligation, or an attached right of the Company to sell shares) as determined using recognised financial calculation methods. Subject to the above, shareholders will be protected against a dilution of their shareholdings and will not suffer any economic disadvantage as a result of a disapplication of their pre-emption rights. Shareholders who want to maintain their percentage stake in the Company's issued capital or who want to acquire bonds

in proportion to their shareholdings, can do so through additional purchases in the market.

In the event that profit-sharing rights or income bonds are intended to be issued without conversion/option rights or conversion/option exercise obligations, the Board of Management is authorised – subject to the consent of the Supervisory Board – to disapply the pre-emption rights of existing shareholders, provided the profit-sharing rights or income bonds are structured in a form similar to bonds, i.e. they do not confer any rights of membership in the Company, they grant no share of liquidation proceeds and the amount of the coupon is not calculated on the basis of net income, accumulated income or the dividend. In addition, the coupon and the issue price of the profit-sharing rights or income bonds must reflect the prevailing market terms for comparable instruments at the time of issue. If the specified preconditions are satisfied, shareholders will not suffer any disadvantage from the disapplication of pre-emption rights because the profit-sharing rights or income bonds do not confer any rights of membership in the Company, nor do they grant the holders any share in the proceeds of liquidation or in the profits of the Company. Although the coupon can be linked to the availability of net income, accumulated income or a dividend, the Board of Management would not be permitted to include any arrangement in which higher net income, higher accumulated income or a higher dividend would lead to a higher coupon. The issue of profit-sharing rights or income bonds therefore does not change or dilute shareholders' voting rights, investment in the Company or share of profits. In addition, in this case, the pre-emption rights have little value because of the arm's-length terms and conditions of issue that are mandatory for this type of disapplication of pre-emption rights.

The aforementioned provisions for a disapplication of pre-emption rights provide the Company with the flexibility it needs to benefit from favourable capital market conditions at short notice and enable it to take advantage of low interest rates and/or strong demand by issuing the previously specified types of financial instruments at short notice and in a flexible manner. The decisive factor here is

that unlike in the case of bond issuances with pre-emption rights, the issue price does not need to be determined until immediately before the placement, which avoids increased price risk during the subscription period and makes it possible to maximise the issue proceeds in the interest of all shareholders. The disapplication of pre-emption rights also eliminates the need for an advance subscription period for shareholders, which has a positive impact on the cost of the capital increase and the placement risk. An issue without pre-emption rights also offers the possibility to reduce not only the placement risk but also the safety margin which would otherwise be required and to reduce the cost of the capital increase by the corresponding amount for the benefit of the Company and its shareholders.

The Board of Management is furthermore authorised, subject to the consent of the Supervisory Board, to exclude fractional amounts from the pre-emption right. Fractional amounts can result from the issue volume and the determination of a reasonable subscription ratio. In such cases, disapplying pre-emption rights can simplify the issue process. Available fractional amounts that are excluded from shareholders' pre-emption rights are either sold in the market or otherwise used to the maximum benefit for the Company.

In addition, the Board of Management is to be authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of shareholders in order to compensate holders/creditors of conversion and/or option rights, or holders/creditors of bonds with attached conversion/option exercise obligations or an attached right of the Company to sell shares, for dilution effects by granting them pre-emption rights equivalent to the entitlement they would have if they exercised their conversion/option rights, fulfilled their conversion/option exercise obligation or took receipt of shares delivered by the Company under its right to sell. If the authorisation is utilised, this provision allows the Board of Management to avoid the need to reduce the option exercise/bond conversion price for the holders of existing bonds with conversion/option rights as specified in the applicable terms and conditions.

To improve flexibility, the applicable terms and conditions may also stipulate that the Company is entitled to settle amounts owed to holders of conversion/option rights in cash instead of delivering Company shares. The use of a combination of both types of performance of the Company's obligations should also be permitted. It may furthermore be stipulated that the number of shares received upon exercising the conversion/option rights or complying with conversion/option exercise obligations, or upon taking receipt of shares in accordance with the Company's right to sell, may be variable and/or that the conversion/option exercise price may be adjusted during the term of maturity within a certain price range (to be specified by the Board of Management) depending on the performance of the share price or on grounds of dilution protection provisions.

Even when the conversion ratio and/or the conversion/option exercise price are variable, the conversion/option exercise price to be determined must not be lower than 80 per cent of the Company's share price as quoted on XETRA (or a comparable successor system). The calculation is based on the average closing price of the last ten trading days before the day on which the Board of Management adopts the resolution for the issuance of the bonds in question; however, if subscription rights are traded, the calculation will be based on the days during which the rights are traded, excluding the last two trading days. If bonds have an attached conversion/option exercise obligation or an attached right of the Company to sell shares, the conversion/option exercise price can be either at or above the aforementioned minimum price or equivalent to the average volume-weighted trading price of the Company's stock based on a minimum of three trading days on XETRA (or a comparable successor system) immediately before the determination of the conversion/option exercise price, in accordance with the applicable terms and conditions. This applies even if this average trading price is below the aforementioned minimum price threshold (80 per cent).

Lastly, it is intended that there be an option for the Board of Management to disapply the pre-emption rights of shareholders to the bonds – subject to the consent of the Supervisory Board – if the bonds are issued against non-cash payments or contributions, especially in the context of company mergers or (direct or indirect) acquisitions of entities, parts of entities, equity investments in entities, or other assets, or entitlements to acquire assets, including the acquisition of outstanding debts against the Company or its group companies. The above applies with the proviso that the value of the non-cash contribution must be appropriate in relation to the value of the bonds. For convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion/option exercise obligation, or an attached right of the Company to sell shares), the theoretical market value as determined using recognised financial calculation methods applies. The issue of bonds for a non-cash contribution offers the possibility of using bonds as an acquisition currency in eligible individual cases involving acquisitions of entities, parts of entities or equity investments in entities. This creates flexibility to seize opportunities for acquisitions of entities, parts of entities or equity investments in entities using means other than authorised capital, in order to conserve liquidity. In specific cases, this type of approach may also offer advantages with regard to an optimisation of the financing structure.

Upon adoption of the authorisation, the total shares issued subject to a disapplication of pre-emption rights must not exceed 20 per cent of the issued capital – neither at the time this authorisation becomes effective, nor or at the time this authorisation is utilised, if the latter value is lower. Included in the calculation of this 20 per cent limit are (I) shares issued or sold during the period of validity of this authorisation based on the use of another authorisation in disapplication of the pre-emption rights or (II) shares issued upon conversion/exercise of convertible bonds or warrant-linked bonds issued during the period of validity of this authorisation based on the use of another authorisation in disapplication of the pre-emption rights. Under the provisions of the above authorisation, the possibility of disapplying shareholders' pre-emption rights is already

highly restricted; this additional restriction – which goes beyond regular statutory limitations – is designed to reduce the impact on shareholders to a minimum.

The proposed conditional capital serves to satisfy conversion/option rights, conversion/option exercise obligations or rights of the issuer to sell shares that are attached to convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion/option exercise obligation, or an attached right of the issuer to sell shares) issued for cash, unless treasury shares or other means are used to satisfy such rights and/or obligations. However, the proposed conditional capital does not serve to satisfy conversion/option rights, conversion/option exercise obligations or rights of the issuer to sell shares that are attached to convertible bonds and/or warrant-linked bonds (or profit-sharing rights or income bonds with attached conversion/option rights, an attached conversion/option exercise obligation, or an attached right of the issuer to sell shares) which were issued in exchange for a non-cash contribution."

12. Proposal to authorise the Board of Management to issue profit-sharing rights without conversion rights or option rights and to disapply pre-emption rights

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

The Board of Management is authorised, subject to the consent of the Supervisory Board, to issue on or before 25 April 2023 on one or more occasions registered and/or bearer profit-sharing rights without conversion rights or option rights in respect of shares in the Company and with or without a limited maturity.

The maturity of profit-sharing rights may be up to 30 years. The profit-sharing rights may be denominated in euros or in any other legal tender of an OECD member state. If

profit-sharing rights are issued in another currency, the relevant corresponding value in euros is the value calculated at the ECB reference rate on the date the resolution on the issue of the profit-sharing rights is adopted.

The total principal amount of the profit-sharing rights may not exceed €100,000,000 or the corresponding value in another currency of an OECD state.

The profit-sharing rights may be issued for cash or in return for a non-cash contribution.

The Board of Management is authorised, subject to the consent of the Supervisory Board, to determine the finer details of the issue and the terms and conditions of the profit-sharing rights, in particular the coupon, issue price, denomination, maturity, amount of the annual distribution, termination and the proportion of profit distribution and liquidation proceeds.

Generally, existing shareholders have pre-emption rights in respect of the profit-sharing rights. Pursuant to section 221 (4) sentence 2 and section 186 (5) AktG, the profit-sharing rights may be transferred to one or more banks subject to an undertaking by the bank or banks to offer the profit-sharing rights to existing shareholders (indirect pre-emption right).

However, the Board of Management is authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of the existing shareholders in respect of the profit-sharing rights:

(a) for fractional amounts arising from the calculation of pre-emption rights;

(b) if the profit-sharing rights are structured in a form similar to bonds, i. e. they do not confer any rights of membership in the Company, they grant no share of liquidation proceeds and the amount of the coupon is not calculated on the basis of net income, accumulated income or the dividend; in addition, in this case, the coupon and the issue price of the profit-sharing rights must reflect the prevailing market terms for comparable instruments at the time of issue;

(c) if profit-sharing rights are issued in return for a non-cash contribution for the purposes of carrying out business combinations or acquiring entities, parts of entities, equity investments in entities, or other assets, in particular receivables.

Report of the Board of Management pursuant to section 221 (4) sentence 2 and section 186 (4) sentence 2 AktG on agenda item 12

The Board of Management has submitted a written report pursuant to section 221 (4) sentence 2 and section 186 (4) sentence 2 AktG on the reasons for the authorisation to disapply shareholders' pre-emption rights proposed in agenda item 12. The report will be available on the DEUTZ AG website at www.investor-relations.hauptversammlung-2018.deutz.com and at the same time will also be available for inspection by shareholders at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) from the date on which the Annual General Meeting is convened. On request, this report will also be sent to any shareholder immediately and free of charge. The published report reads as follows:

"Item 12 of the agenda for the Annual General Meeting contains the motion to authorise the Board of Management, subject to the consent of the Supervisory Board, to issue on or before 25 April 2023 on one or more occasions registered and/or bearer profit-sharing rights – strictly without conversion rights or option rights – in respect of shares in the Company and with or without a limited maturity. The maturity of these profit-sharing rights may be up to 30 years. The profit-sharing rights may be denominated in euros or in any other legal tender of an OECD member state. If profit-sharing rights are issued in another currency, the relevant corresponding value in euros is the value calculated at the ECB reference rate on the date the resolution on the issue of the profit-sharing rights is adopted. The total principal amount of the profit-sharing rights may not exceed €100,000,000 or the corresponding value in another currency of an OECD state.

The proposed authorisation is intended to extend the Company's range of operational funding options during its period of validity, and to enable the Board of Management, subject to the consent of the Supervisory Board, to seize flexible funding opportunities at short notice in the interest of the Company, especially when capital market conditions are favourable, while precluding any changes in the total issued capital resulting from options with attached conversion rights or obligations. It is intended that profit-sharing rights may be issued in exchange for cash or non-cash contributions in order to provide further flexibility and enable their use as a currency in acquisitions of equity investments or rights.

It is furthermore planned to authorise the Board of Management, subject to the consent of the Supervisory Board, to determine the finer details of the issue and the terms and conditions of the profit-sharing rights, in particular the coupon, issue price, denomination, maturity, amount of the annual distribution, termination and the proportion of profit distribution and liquidation proceeds, in order to ensure that issues are arranged in conformity with prevailing market conditions and market requirements at the time.

Existing shareholders generally have pre-emption rights in respect of profit-sharing rights, which may also be granted in the form of an indirect pre-emption right. This allows them to invest their capital in the Company and at the same time to maintain their pro rata financial interest in the Company. However, it is planned to authorise the Board of Management to disapply these pre-emption rights in the following cases, subject to the consent of the Supervisory Board and in compliance with the relevant legal provisions:

- First, the plan provides for the disapplication of pre-emption rights for fractional amounts. This is intended to facilitate the processing of an issue in which existing shareholders generally have a pre-emption right. Fractional amounts may arise as a result of the issue volume and the need for a manageable ratio in the pre-emption rights calculation. The value of these fractional amounts

is normally minimal as far as the individual shareholder is concerned, whereas the effort required to carry out an issue without a disapplication of rights of this kind is significantly greater than otherwise would be the case. Furthermore, any dilutive effect owing to the restriction of fractional amounts is negligible. The profit-sharing rights arising from the fractional amounts and made available as a consequence of the disapplication of the pre-emption rights of existing shareholders are sold to generate the best possible benefit for the Company. The disapplication of pre-emption rights is therefore practical and facilitates the implementation of an issue.

- The Board of Management will also be authorised, subject to the consent of the Supervisory Board, to disapply the pre-emption rights of existing shareholders overall if the profit-sharing rights have terms and conditions similar to a bond, i.e. they do not confer any rights of membership in the Company, they grant no share of liquidation proceeds and the amount of the coupon is not calculated on the basis of net income, accumulated income or the dividend; in addition, the coupon and the issue price of the profit-sharing rights must reflect the prevailing market terms for comparable instruments at the time of issue. If the specified preconditions are satisfied, shareholders will not suffer any disadvantage from the disapplication of pre-emption rights because the profit-sharing rights do not confer any rights of membership in the Company, nor do they grant the holders any share in the proceeds of liquidation or in the profits of the Company. Although the coupon can be linked to the availability of net income, accumulated income or a dividend, the Board of Management would not be permitted to include any arrangement in which higher net income, higher accumulated income or a higher dividend would lead to a higher coupon. The issue of profit-sharing rights does not therefore change or dilute shareholders' voting rights, investment in the Company or share of profits. In addition, in this case, the pre-emption rights have little value because of the arm's-length terms and conditions of issue that are mandatory for this type of disapplication of pre-emption rights.

- The pre-emption rights of existing shareholders are also to be disapplied in cases where profit-sharing rights are issued in return for non-cash contributions for the purposes of acquiring entities, parts of entities or equity investments in entities, for carrying out business combinations or for acquiring other assets for which contributions are required, in particular receivables.

In appropriate individual cases, this allows the Board of Management to fund the acquisition of entities, parts of entities, equity investments in entities, or other assets, in particular receivables, by issuing profit-sharing rights while at the same time protecting liquidity. The Company therefore has a tool to make the most of any acquisition opportunities using flexible funding options. The ability to respond quickly and effectively to appropriate, advantageous offers, or to opportunities presented by the market, also helps the Company maintain and enhance its competitiveness. In the aforementioned instances, profit-sharing rights often need to be issued as soon as possible and, for reasons of cost and practicability, the issue of such profit-sharing rights cannot therefore be approved directly by a general meeting that only takes place once a year.

The Company is not disadvantaged in any way by this because the issue of profit-sharing rights for a non-cash contribution requires that the value of the non-cash consideration be appropriate in relation to the value of the profit-sharing rights. In establishing the valuation ratio, the Board of Management will ensure that the interests of the Company and its shareholders are appropriately protected and that a suitable issue price for the new shares is achieved.

The Board of Management is authorised, subject to the consent of the Supervisory Board, to decide on the finer details as regards the issue and terms and conditions of the profit-sharing rights. The Board of Management will report to the next Annual General Meeting on any circumstances in which any of the proposed authorisations are exercised."

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 5 April 2018 (the proof of entitlement reference date).** A specific proof of shareholding issued by the custodian in writing (as defined in section 126b of the 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 19 April 2018.**

DEUTZ AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Germany
Fax: +49 (0)69 120 128 6045
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 institution 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 institutions 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 persons 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 Cologne (Porz-Eil)
Tel: +49 (0)221 8222 491
Fax: +49 (0)221 822 152 491
Email: Vollmacht.HV_2018@deutz.com

An authorised proxy may also provide proof of the issue of 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 24 April 2018:**

DEUTZ AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 (0)89 30903 74675
Email: Vollmacht.HV_2018@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 90 days prior to the receipt of the request and that they will continue to hold the shares until the Board of Management has decided upon the request. 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 reach the Company by no later than **24.00 hours on 26 March 2018.** Please send any such requests to the following address:

DEUTZ AG
Board of Management
Ottostrasse 1
51149 Cologne (Porz-Eil)

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.investor-relations.hauptversammlung-2018.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.investor-relations.hauptversammlung-2018.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 11 April 2018.**

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil)
Fax: +49 (0)221 822 152 491
E-Mail: ir@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) sentence 1 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 and section 293g (3) 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. At the request of any shareholder at the Annual General Meeting

in the context of the adoption of the resolution on company agreements (see agenda item 7), information must also be provided on all matters relating to the other party to the agreement that are of material importance to the conclusion of the agreement.

6. Publication of information on the website

The following information is available on the DEUTZ AG website at www.investor-relations.hauptversammlung-2018.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. Live broadcast of the speech of the Chairman of the Board of Management

The speech of the Chairman of the Board of Management at the start of the Annual General Meeting will be broadcast live on the internet. A recording of the speech will be made available at www.investor-relations.hauptversammlung-2018.deutz.com after the Annual General Meeting.

8. Information to be made available

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 2017 financial year, the explanatory reports of the Board of Management relating to the disclosures pursuant to section 289a (1) and section 315a (1) HGB, the report of the Supervisory Board for the 2017 financial year, and the reports of the Board of Management on the authorisation to disapply shareholders' pre-emption rights as set out in agenda items 9, 10, 11, and 12, 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.investor-relations-hauptversammlung-2018.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.

For the period and at the times specified above, the following documents will be made available in the same manner as specified in agenda item 7:

– the profit/loss transfer agreement between DEUTZ AG and Torqeedo GmbH dated 12/14 December 2017,

– the annual financial statements of DEUTZ AG and the consolidated financial statements of the Group for 2015, 2016 and 2017, as well as the management reports of DEUTZ AG and of the Group for the same years,

– the annual financial statements of Torqeedo GmbH for 2015, 2016 and 2017, and

– the joint report of the Board of Management of DEUTZ AG and the Board of Directors of Torqeedo GmbH pursuant to section 293a AktG.

Cologne, March 2018
DEUTZ AG
The Board of Management

GETTING THERE

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 Centre East.

By train
Congress-Centrum Ost is a short walk (about 350m) from Köln Messe/Deutz station. Follow the signs for Haupteingang Osthallen.

By train
if arriving at Köln Messe/Deutz you can reach the Congress Centre East on foot (approx. 350 m) by following the signposts. 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 Regionalexpress 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 Centre East 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 Centre East.

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 Centre East is signposted.

Environmental zone
Please note: since the 01.01.2008, the Cologne city centre is an environmental zone, which only vehicles in the pollutant groups 2 to 4, and which bear the corresponding plate are allowed to enter. You will find further information at: http://www.stadt-koeln.de/leben-in-koeln/umwelt-tiere/luft-umweltzone/die-koelner-umweltzone

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51057 Cologne
www.deutz.com