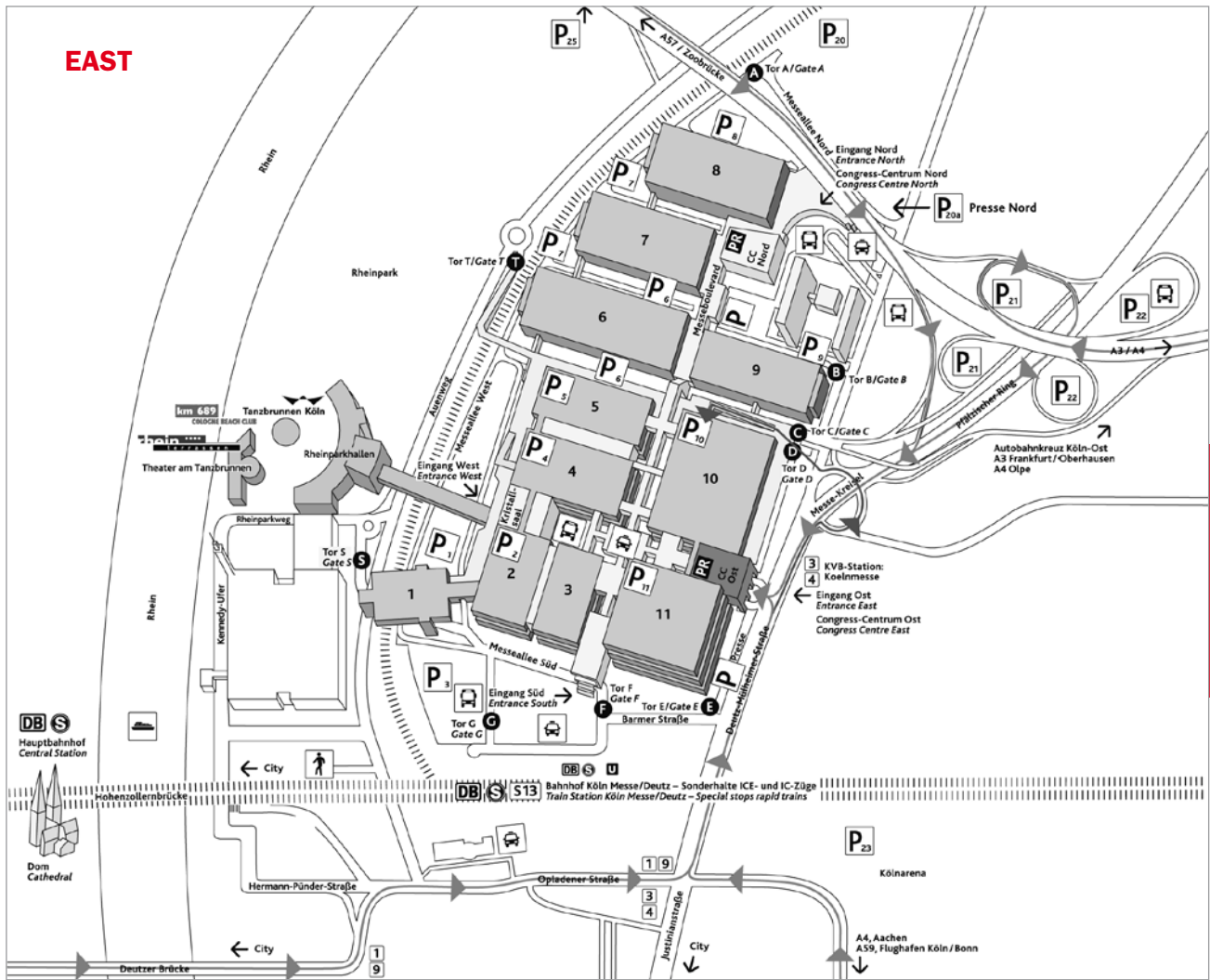


Congress-Centrum Koelnmesse



Fußweg
Pedestrian route



Taxi



Parkplatz
Parking



S-Bahn
Suburban railway



Bahnhof
Train Station



U-Bahn
Subway



S-Bahn Koelnmesse – Flughafen Köln/Bonn
Suburban railway from Koelnmesse to Cologne/Bonn Airport



Straßenbahnhaltestelle
Tram Stop

By car

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

By rail

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

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-Centrum Ost on foot (approx. 1,000 m) by following the signposts.

By tram

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

By air

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

Please note: since the 1 January 2008, the Cologne city centre has been 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 www.stadt-koeln.de/bol/umwelt/feinstaub/umweltzonen/index.html.

DEUTZ AG Cologne

» Invitation to the General Meeting

WE HEREWITH EXTEND AN INVITATION TO OUR COMPANY'S
SHAREHOLDERS TO ATTEND THE ORDINARY GENERAL MEETING

THE GENERAL MEETING WILL BE HELD ON:

THURSDAY

APRIL 30, 2009, 10.00 AM

AT THE CONGRESS-CENTRUM OST, COLOGNE KOELNMESSE, MAIN
ENTRANCE OSTHALLEN, DEUTZ-MÜLHEIMER STRASSE, COLOGNE-DEUTZ.

Agenda

1. Presentation of the determined annual balance sheet as at December 31, 2008 and the status report for DEUTZ AG, the approved consolidated statements as at December 31, 2008 and the Group's status report, the report of the supervisory board on the 2008 financial year as well as the explanatory report of the board of directors in terms to the information according to Sections 289 Para 4, 315 Para 4 Commercial Code

2. Appropriation of retained earnings for the 2008 business year.

The board of directors and the supervisory board propose to take the following decision: The retained earnings for DEUTZ AG for the expired business year 2008 of 26,815,840.49 EUR is carried forward to the new account.

3. Formal approval of the board of directors for the 2008 business year

The board of directors and the supervisory board propose to formally approve the actions of the board of directors for the 2008 business year.

4. Formal approval of supervisory board for the 2008 business year

The board of directors and the supervisory board propose to formally approve the actions of the supervisory board for the 2008 business year.

5. Election of the auditor of annual accounts for the 2009 business year

The supervisory board proposes to elect Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor of annual accounts and the auditor for the consolidated balance sheet for the 2009 business year. The election includes the inspection of an abbreviated balance sheet and an interim report as at June 30, 2009 by the auditor of the annual accounts according to Section 37 w Para 5 (1) Securities Trading Law.

6. Change to the articles of association with regard to the purpose of the company

Article 2 Para 1 of the articles of association states that the purpose of the company is, amongst other things, the development, the manufacture and the sale of diesel engines of the brand DEUTZ MWM. As a result of the sale of DEUTZ Power Systems in 2007, the company

also sold its rights to the brand "MWM". In this respect, the company purpose can no longer be fulfilled.

In addition, the articles of association also mention here that industrial plant construction is a main focus of the company's business. This is no longer accurate. The company already abandoned this business sector in 2001.

The board of directors and the supervisory board therefore propose to rephrase Art. 2 Para 1 of the articles of association as follows: "(1) The company manages and administers a group of companies and company participations which are active in the development, manufacture and sale in particular of machinery, mainly diesel motors of the brand DEUTZ, as well as in the business sectors trade and the provision of services."

7. Change to the articles of association based on the Law on the Implementation of the Shareholder Rights Directive (ARUG)

The Government Draft Law on the Implementation of the Shareholder Rights Directive (ARUG) envisages, amongst other things, a change to the provisions of the Stock Corporation Act with regard to deadlines in connection with the general meeting.

Changes to the Stock Corporation Act as a result of the ARUG will in all probability already be applied to the ordinary general meeting in 2010. In order to ensure that the general meeting is handled equally in terms of law according to both the Stock Corporation Act and the articles of association, the latter must be adapted to the new legal provisions. The board of directors shall, however, only register the change to the articles of association in the commercial register provided, and in as far as, the ARUG has obtained legal force with regard to the following provision in the articles of association in the version of government bill dated November 5, 2008.

Board of directors and supervisory board therefore propose to take the following decision: a) The company's articles of association will be changed as follows - under the suspensive condition of the Law on the Implementation of the Shareholder Rights Directive coming into effect:

Art. 17 Para 3 of the articles of association shall be rephrased as follows: "(3) Registration and the proof of

shareholding must be received by the company at least six days prior to the meeting and sent to the relevant address as notified when the meeting was called. The day of receipt may not be counted.”

- b) The board of directors is instructed to register those changes to the articles of association mentioned under (a) in the commercial register as soon as the ARUG has been published in the Government Gazette as proposed in the government bill of November 5, 2008. Deviations between the ARUG version published in the Government Gazette and the version in terms of the government bill remain unconsidered as far as they are not relevant to the change to the articles of association in terms of (a) above.

PARTICIPATION AT THE GENERAL MEETING

At the time of calling this general meeting, the company's capital stock in the amount of 308,978,241.98 EUR is divided into 120,861,783 bearer no-par value shares. Each no-par value share is entitled to one vote.

Shareholders who register for the general meeting and provide the company with evidence of their shareholding are entitled to participate at the general meeting and to exercise their voting right. This proof shall be in the German or English language and drawn up by the shareholders' custodian bank or financial institution in text form (Section 126 b Civil Code) and sent to the following address.

DEUTZ AG

c/o Deutsche Bank AG
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Fax: 0049 / 69-12012 86045
E-mail: WP.HV@Xchanging.com

Proof of shareholding must relate to the beginning of **April 9, 2009 (0:00)** and reach the company at the aforementioned address at the latest by **midnight on April 23, 2009**. The shareholders will receive their admission tickets once the company has received proof of their shareholding.

Shareholders who do not wish to take part personally at the general meeting may assign their voting right to an

authorised person, even to a financial institution or an association of shareholders through a corresponding power of attorney.

DEUTZ AG offers the shareholders who do not personally take part at the general meeting to authorise and instruct a proxy-voter bound to exercise the voting right prior to the general meeting. This proxy-voter is nominated by the company and bound by instructions. Shareholders wishing to make use of this option may use the admission ticket to the general meeting which, at the same time, serves as an authorisation and instruction form. The completed and signed authorisation and instruction form must be posted to DEUTZ AG, Investor Relations, Ottostraße 1, 51149 Köln (Porz-Eil) 28 by **midnight April 28, 2009 (receipt)**. Shareholders will receive additional information on proxy voting together with their admission tickets.

Any counter motions and election proposals to the agenda in terms of Articles 126, 127 Stock Corporation Act must exclusively be sent to DEUTZ AG, Investor Relations, Ottostraße 1, 51149 Cologne (Porz-Eil), Telephone: +49 (0)221 822 2491, Fax: +49 (0)221 822 15 2491, E-mail: stock.r@deutz.com. Counter motions and election proposals which need to be made available as well as possible declarations by the management, can be called up on the Internet under www.deutz.com/Investoren/Hauptversammlung/2009.

Documents for items 1 and 2 of the agenda are available at the business premises of the company, Ottostraße 1, 51149 Köln (Porz-Eil). Documents can also be called up on the Internet under www.deutz.com/Investoren/Hauptversammlung/2009. Documents will be sent to the shareholders on request.

Cologne, March 2009

DEUTZ AG

Board of directors