

# Invitation to the Ordinary General Meeting of DEUTZ AG, Cologne

We herewith extend an invitation to our Company's Shareholders to attend the Ordinary General Meeting.

The General Meeting will be held on:

**Thursday, 6 May 2010 at 10.00 am**

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

ISIN: DE 000 630500 6  
Security-Ref.-No.: 630 500



## **I. Agenda**

- 1. Presentation of the adopted annual financial statements for the year ended 31 December 2009 and the management report for DEUTZ AG, the approved consolidated financial statements for the year ended 31 December 2009 and the group management report, the report of the Supervisory Board for the 2009 financial year, and the explanatory report of the Board of Management concerning the disclosures pursuant to section 289 (4) and section 315 (4) German Commercial Code (HGB)**

On 12 March 2010, the annual financial statements and the consolidated financial statements prepared by the Board of Management were approved by the Supervisory Board in accordance with sections 172 and 173 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. AktG does not require the adoption of a resolution in this regard, but the annual financial statements and management report, consolidated financial statements and group management report, report of the Supervisory Board and the report of the Board of Management must be made available to the Annual General Meeting.

### **2. Formal approval of the actions of the Board of Management for 2009**

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for 2009.

### **3. Formal approval of the actions of the Supervisory Board for 2009**

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for 2009.

### **4. Appointment of auditors for 2010**

On the recommendation of its Audit Committee, the Supervisory Board proposes that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as auditors of the separate and consolidated annual financial statements for 2010. This appointment includes the auditors' review of the condensed financial statements and the interim management report for the period to 30 June 2010 pursuant to section 37w (5) sentence 1 German Securities Trading Act (WpHG).

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

Dr. Giuseppe Vita stepped down from the Supervisory Board of DEUTZ AG with effect from 31 July 2009. At the request of the Board of Management, and as recommended by the Nominations Committee of the Supervisory Board, the local court in Cologne appointed Dr Michael Lichtenauer to succeed Dr Vita as a member of the Supervisory Board with effect from 10 August 2009 until the 2010 Annual General Meeting.

The Supervisory Board proposes, on recommendation of its Nominations Committee, that Dr Michael Lichtenauer, attorney in Hamburg and resident in Hamburg, be elected as a shareholders' representative on the Supervisory Board for the remaining term of office of the other members of the Supervisory Board, i.e. until the end of the Annual General Meeting that formally approves the actions of the Supervisory Board for 2012.

Pursuant to section 96 (1) and section 101 (1) AktG in conjunction with section 6 (1) and section 7 (1) sentence 1 no. 1 German Codetermination Act (MitbestG), the Supervisory Board consists of 12 members, with 6 shareholder representatives and 6 employee representatives. The Annual General Meeting is not bound by the proposed nominations for election.

Dr Lichtenauer is a member of the statutory supervisory boards of the following companies:

- Verwaltungsgesellschaft Otto mbH, Hamburg
- Schwartauer Werke GmbH & Co. KGaA, Bad Schwartau.

He is also a member of the following comparable supervisory bodies:

- Advisory Board of MPC Münchmeyer Petersen & Co. GmbH, Hamburg
- Supervisory Board of ELAFLEX-Hiby Tanktechnik GmbH & Co., Hamburg (chairman).

#### **6. Resolution to grant consent for the signing of the control and profit-and-loss transfer agreement with Deutz Abgastechnik GmbH, Cologne, (formerly: gatus 250. GmbH, Berlin) dated 16 December 2009**

The Board of Management and Supervisory Board propose that consent be granted for the signing of the control and profit-and-loss transfer agreement between DEUTZ AG, Cologne, and Deutz Abgastechnik GmbH, Cologne, (formerly: gatus 250. GmbH, Berlin) dated 16 December 2009.

The wording of the agreement is as follows:

#### **§ 1 Management**

gatus 250. GmbH shall report to the management of DEUTZ AG. DEUTZ AG shall be entitled to issue instructions of a general or specific nature to the senior management of gatus 250. GmbH. gatus 250. GmbH undertakes to comply with the instructions issued by DEUTZ AG.

#### **§ 2 Profit transfer**

(1) gatus 250. GmbH undertakes to transfer to DEUTZ AG its entire profit as defined by section 275 (2) no. 20 and section 275 (3) no. 19 HGB and in accordance with clause 2(2) of this agreement such that no operating profit is reported by gatus 250. GmbH subject to the provision agreed in the following subclause 2.

(2) gatus 250. GmbH may only add some of its net profits to free reserves with the consent of DEUTZ AG. DEUTZ AG undertakes to grant such consent if such a transfer to reserves is permitted under HGB and is deemed to be necessary in accordance with reasonable business practice. During the term of this agreement, any recognised free reserves must be reversed and used to offset any loss or be transferred as profit if so demanded by DEUTZ AG and if this is deemed to be justified in accordance with reasonable business practice. The same shall also apply to any profit carried forward.

### **§ 3 Determination of profit**

- (1) Profit or loss generated by gatus 250. GmbH shall be determined in accordance with HGB requirements.
- (2) The provisions set out in section 300 no. 1 AktG must also be observed; the amount of the transfer may not exceed the amount determined by section 301 AktG.
- (3) DEUTZ AG shall be entitled to issue instructions to the senior management of gatus 250. GmbH with regard to the preparation of financial statements.

### **§ 4 Transfer of losses (section 302 AktG)**

The provisions specified by section 302 AktG shall apply for the transfer of losses.

### **§ 5 Due date for payments**

Payments in respect of the transfer of profit shall become due with the formal adoption of the annual financial statements; payments to offset losses shall become due at the end of the financial year for which the losses are adopted. The payments are subject to the addition of interest at 5 per cent per annum from the due date.

### **§ 6 Right to receive information**

DEUTZ AG shall be authorised at all times to inspect the books and other business documents of gatus 250. GmbH. The senior management of gatus 250. GmbH must at all times provide DEUTZ AG with any information requested by DEUTZ AG regarding the affairs of gatus 250. GmbH.

### **§ 7 Start date, term and end date of the agreement**

- (1) The obligation to transfer profits or offset losses shall apply for the first time to the profit or loss for the financial year of gatus 250. GmbH in which this agreement comes into effect.
- (2) This agreement shall be signed for an indefinite period and cannot be terminated before the end of five years. Thereafter, it can be terminated at the end of any financial year of gatus 250. GmbH provided that six months' notice has been given. The agreement must be terminated in writing. The relevant date in establishing compliance with the specified notice period shall be the date that the termination letter is received by the other company.

The following documents will be available for inspection at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) and Deutz Abgastechnik GmbH, also at Ottostrasse 1, 51149 Cologne (Porz-Eil), and can also be accessed on the DEUTZ AG website at [www.Investors-GeneralMeeting-2010.deutz.com](http://www.Investors-GeneralMeeting-2010.deutz.com) from the date on which the Annual General Meeting is convened:

- The control and profit-and-loss transfer agreement between DEUTZ AG and Deutz Abgastechnik GmbH (formerly: gatus 250. GmbH) dated 16 December 2009;
- The annual financial statements and management reports of DEUTZ AG for 2007, 2008 and 2009;

- The annual financial statements of Deutz Abgastechnik GmbH (formerly: gatus 250. GmbH) for 2006, 2007 and 2008 (as a small corporation Deutz Abgastechnik GmbH was not obliged to draw up management reports in these years); and
- The joint report by the Board of Management of DEUTZ AG and the senior management of Deutz Abgastechnik GmbH (formerly: gatus 250. GmbH) on the control and profit-and-loss transfer agreement.

## **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. On the date this Annual General Meeting was convened the Company held no treasury shares.

### **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 a voting right must relate to such status as at **15 April 2010, 00.00 hours (the proof of entitlement reference date)**. A specific proof of shareholding issued by the custodian in writing or by electronic mail (§ 126b BGB) will suffice as proof of entitlement.

Registration together with proof of entitlement in either German or English must reach the following registration office no later than **24.00 hours on 29 April 2010**.

Registration office:  
DEUTZ AG  
c/o Deutsche Bank AG  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main, Germany  
Fax: +49 (0) 69 12 01 28 60 45  
Email: WP.HV@Xchanging.com

Admission cards for attendance at the Annual General Meeting will be sent to shareholders once the Company has 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 of shareholding as at the reference date qualify as shareholders of the Company who can participate in the Annual General Meeting and exercise a voting right. Changes in shareholdings after the proof of entitlement reference date are disregarded for this purpose. Regardless of possible proxies in the internal relationship between seller and acquirer, shareholders who have only acquired their shares after the reference date may not therefore attend the Annual General Meeting. 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 has no effect on the marketability of shares and the date 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 writing or by electronic mail (§ 126b BGB). The proxy form produced by the Company may be used for the issue of a proxy. This form will be sent to shareholders together with admission cards.

Special requirements may apply to the appointment of the following as proxies: banks, shareholder associations or equivalent persons or entities in accordance with section 135 (8) AktG who undertake to act in a business arrangement as proxies for shareholders and exercise their voting rights at the Annual General Meeting; 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.

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

meeting. Proof of the issue of a proxy may also be sent by postal mail, fax or email (hereinafter referred to as “**communication channels**”) to the following address:

DEUTZ AG  
Investor Relations  
Ottostrasse 1  
51149 Cologne (Porz-Eil), Germany  
Fax: +49 (0) 221 82 21 52 49 1  
Email: Vollmacht.HV\_2010@deutz.com

The aforementioned communication channels may also be used if the proxy is to be issued by declaration to the Company; in this case, separate proof of the issue of the proxy is not required.

The cancellation of a proxy already issued may also be submitted directly to the Company using the aforementioned communication channels.

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 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. The proxy is invalid without these instructions. 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.

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 writing or by electronic mail (§ 126b BGB). Proxy authorisations with instructions must be received by **midnight on 4 May 2010** by postal mail, fax or email at the following address:

DEUTZ AG  
c/o Computershare HV-Services AG  
Prannerstrasse 8  
80333 Munich, Germany  
Fax: +49 (0) 89 30 90 37 46 75  
Email: Vollmacht.HV\_2010@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. Agenda item requests, 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 (§ 126 BGB) to the Board of Management of DEUTZ AG.

The persons submitting the request must prove that they will have been the holders of shares for at least three months on the day of the Annual General Meeting and that they have continued to hold the shares until a decision on the request.

Requests for additions to the agenda must be received by the Company by **midnight on 5 April 2010**. Please send any such requests to the following address:

DEUTZ AG  
Investor Relations  
Ottostrasse 1  
51149 Cologne (Porz-Eil), Germany  
Fax: +49 (0) 221 82 21 52 49 1  
Email: stock.r@deutz.com

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 electronic 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.Investors-AnnualGeneralMeeting-2010.deutz.com](http://www.Investors-AnnualGeneralMeeting-2010.deutz.com) and notified to shareholders.

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

Any shareholder is entitled to submit counterproposals to items on the agenda or nominations for elections.

Counterproposals to any proposal by the Board of Management and/or the Supervisory Board for any particular item on the agenda must be submitted together with the reasons for the counterproposal to the following address by **midnight on 21 April 2010**:

DEUTZ AG  
Investor Relations  
Ottostrasse 1  
51149 Cologne (Porz-Eil), Germany  
Fax: +49 (0) 221 82 21 52 49 1  
Email: stock.r@deutz.com

Counterproposals to items on the agenda will be made available by the Company on the website of DEUTZ AG at [www.Investors-AnnualGeneralMeeting-2010.deutz.com](http://www.Investors-AnnualGeneralMeeting-2010.deutz.com) together with the name of the shareholder concerned, the reasons for the counterproposal and any comment by the management of the Company.

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



The aforementioned rules apply mutatis mutandis to any proposal by a shareholder concerning the election of members of the Supervisory Board or the appointment of auditors, although nominations for election do not require a justification. The Board of Management does not have to make a nomination for election available if the nomination does not include the name, profession and place of residence of the person proposed for election to the Supervisory Board or proposed as the auditor and, in the case of nominations for election to the Supervisory Board, the nomination does not also include details of the nominee's membership of other statutory supervisory bodies.

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

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

At the request of any shareholder at the Annual General Meeting, the Board of Management must provide information on the affairs of the Company including the legal and business relationships with affiliated companies as well as on the position of the Group and the entities included in the consolidated financial statements insofar as this is required for a proper assessment of the subject matter on the agenda.

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

The following information is accessible on the Company's website at [www.Investors-AnnualGeneralMeeting-2010.deutz.com](http://www.Investors-AnnualGeneralMeeting-2010.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;

Additional information such as counterproposals and nominations for election received from shareholders may also be made available on the aforementioned Company website.

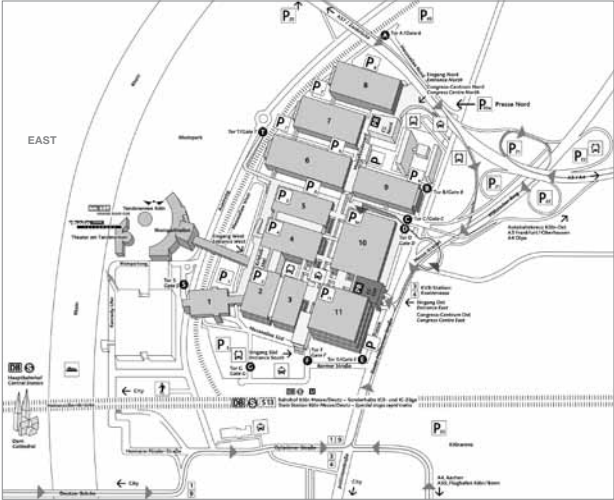
## **7. Information to be made available**





In addition to the documents specified in agenda item 6, the annual financial statements and management report, consolidated financial statements and group management report, report by the Supervisory Board and explanatory report by the Board of Management relating to the disclosures in accordance with section 289 (4) and section 315 (4) HGB are available for inspection at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil), from the date the Annual General Meeting is convened.

Cologne, March 2010  
DEUTZ AG  
The Board of Management

### III. Directions

#### 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](http://www.stadt-koeln.de/bol/umwelt/feinstaub/umweltzonen/index.html).

