

Notice of Annual General Meeting DEUTZ AG, Cologne

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

at 10.00 am on Thursday, 26 April 2012

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
Wertpapier-Kenn-Nr.: 630 500



I. AGENDA

1. Presentation of the adopted annual financial statements for the year ended 31 December 2011 and the management report for DEUTZ AG, the approved consolidated financial statements for the year ended 31 December 2011 and the group management report, the report of the Supervisory Board for the 2011 financial year, and the explanatory report of the Board of Management concerning the disclosures pursuant to section 289 (4) and (5) and section 315 (4) German Commercial Code (HGB)

On 8 March 2012, 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, the consolidated financial statements and group management report, the 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 2011

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for 2011.

3. Formal approval of the actions of the Supervisory Board for 2011

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for 2011.

4. Appointment of auditors for 2012

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 2012. This appointment includes the auditors' review of the

condensed financial statements and the interim management report for the period to 30 June 2012 pursuant to section 37w (5) sentence 1 German Securities Trading Act (WpHG).

5. Resolution to grant consent for the signing of the control and profit-and-loss transfer agreement with Deutz Asien Verwaltungs GmbH, Cologne, dated 29. February 2012

The Board of Management and the 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 Asien Verwaltungs GmbH, Cologne, dated 29. February 2012. Deutz Asien Verwaltungs GmbH is a wholly owned subsidiary of DEUTZ AG. Deutz Asien Verwaltungs GmbH has no external shareholders.

The wording of the agreement is as follows:

“§ 1 Senior Management

- (1) DEUTZ Asien Verwaltungs GmbH (in the following also referred to as: subordinated company) places itself under the management of DEUTZ AG (in the following also referred to as: controlling company). DEUTZ AG is entitled to issue general instructions, instructions on the ongoing business or on individual matters, to the Board of Management of DEUTZ Asien Verwaltungs GmbH. DEUTZ Asien Verwaltungs GmbH undertakes to comply with DEUTZ AG's instructions.
- (2) DEUTZ AG is at all times entitled to have access to the books and other business documents of DEUTZ Asien Verwaltungs GmbH. The Board of Management of DEUTZ Asien Verwaltungs GmbH is obliged to provide DEUTZ AG with all the information which it requires relating to the business of DEUTZ Asien Verwaltungs GmbH.

§ 2 Profit Transfer

- (1) DEUTZ Asien Verwaltungs GmbH undertakes to transfer its entire profits to DEUTZ AG, starting as of the beginning of the financial year ongoing at the date this Agreement is entered in the commercial register. The provisions of Section 301 German Stock Corporation Act (AktG), Section 17 (2) No. 1 German Corporation Tax Act (KStG) as amended from time to time are to be applied to this Agreement.

- (2) The subordinated company may only place amounts arising from the annual net profit into other retained earnings with the consent of the controlling company (Section 272 para 2 German Commercial Code – HGB) if and insofar as this is permitted under commercial law and necessary on the basis of a prudent commercial assessment.
- (3) Other retained earnings recognised during the term of this Agreement as per Section 272 para 3 HGB are to be reversed when requested by the controlling company and to be used to offset an annual deficit or to be transferred as profit. Other reserves, profit carried forward and retained earnings originating from the time before this Agreement became effective may neither be transferred as profit to the controlling company nor used to offset an annual deficit. This also applies for additional paid-in capital irrespective of whether it was recognised before or after this Agreement became effective.

§ 3 Determination of Profits

- (1) The profits and losses of DEUTZ Asien Verwaltungs GmbH are determined according to the regulations under commercial law.
- (2) In this regard, the provisions of Section 300 No. 1 German Stock Corporation Act (AktG) must be observed; the amount of the transfer must not exceed the amount arising under Section 301 German Stock Corporation Act.

§ 4 Transfer of losses (Section 302 German Stock Corporation Act)

During the term of this Agreement, the subordinated company undertakes to accept the transfer of losses. This is regulated by the provisions of Section 302 German Stock Corporation Act as amended from time to time.

§ 5 Commencement, Duration and Termination of the Agreement

- (1) The obligation to transfer profits and offset losses first comes into being with respect to the profit or loss for the financial year of DEUTZ Asien Verwaltungs GmbH in which this Agreement takes effect.

(2) This Agreement is concluded for an indefinite period but may not be terminated before five years have expired. Thereafter it may be terminated by way of six months' notice to the end of the financial year of DEUTZ Asien Verwaltungs GmbH. Notice to terminate must be in writing. The date on which notice to terminate is received by the other company shall determine whether the notice period has been complied with. The right of early termination for cause shall remain unaffected thereof. In particular, the parties shall be entitled to terminate the Agreement for cause in case of

- a) sale or contribution of the shares in the single entity for tax purposes by the controlling company or
- b) merger, split off or liquidation of the controlling company or the subordinated company.

The following documents will be available for inspection at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) and Deutz Asien Verwaltungs GmbH, also at Ottostrasse 1, 51149 Cologne (Porz-Eil), and can also be accessed on the DEUTZ AG website at www.Investoren-Hauptversammlung-2012.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 Asien Verwaltungs GmbH dated 29. February 2012,
- The annual financial statements and management reports of DEUTZ AG for 2009, 2010 and 2011;
- The annual financial statements of Deutz Asien Verwaltungs GmbH for 2011 (the company, which was established on 14 December 2011 and was entered in the commercial register on 28 December 2011, was not obliged to prepare a management report for this year because it was classified as a small limited company (kleine Kapitalgesellschaft)), and
- The joint report of the Board of Management of DEUTZ AG and the senior management of Deutz Asien Verwaltungs 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 voting rights must relate to such status as at **00.00 hours on 5 April 2012 (the proof of entitlement reference date)**. A specific proof of shareholding issued by the custodian in writing or by electronic mail (section 126b BGB) will suffice as proof of entitlement.

Registration together with proof of entitlement in text form (as defined in section 126b German Civil Code (BGB)) in either German or English must reach the following registration office no later than **24.00 hours on 19 April 2012**.

Registration office:

DEUTZ AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Germany
Fax: +49 (0)69 12012 86045
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 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 buyer and seller to appoint proxies. Shareholders who have duly registered and provided the relevant proof are entitled to attend the Annual General Meeting and exercise their voting rights even if they have sold the shares after the proof of entitlement reference date. This date has no effect on the marketability of shares and is of no relevance as far as any entitlement to dividends is concerned.

4. Procedure for voting by proxy

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

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

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

Shareholders wishing to appoint a proxy may do so using the form provided by the Company for this purpose. This form will be sent to properly registered people together with their admission cards.

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 (hereinafter referred to as “**communication channels**”).

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil), Germany
Telephone: +49 (0) 221 82 22 49 1
Fax: +49 (0) 221 82 21 52 49 1
Email: Vollmacht.HV_2012@deutz.com

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

DEUTZ AG also offers shareholders who are unable to attend the Annual General Meeting in person the option of being represented at the Annual General Meeting by employees of the Company 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. 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.

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 2012**:

DEUTZ AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 Munich
Germany
Fax: +49 (0)89 30903 74675
Email: Vollmacht.HV_2012@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 to the Board of Management of DEUTZ AG.

The persons submitting the request must prove that they have held the shares for at least three months prior to the day of the Annual General Meeting and that they will continue to hold the shares until the request is decided upon.

Requests for additions to the agenda must reach the Company by no later than **24.00 hours on 26 March 2012**. Please send any such requests to the following address:

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil), Germany
Telephone: +49 (0) 221 82 22 49 1
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.Investoren-Hauptversammlung-2012.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 no later than **24.00 hours on 11 April 2012:**

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil) Germany
Telephone: +49 (0) 221 82 22 49 1
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.Investoren-Hauptversammlung-2012.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 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 pro-posed as the auditor.

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

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

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

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

6. Publication of information on the website

The following information is accessible on the Company's website at www.Investoren-Hauptversammlung-2012.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 election nominations received from shareholders and further explanatory notes on the shareholder rights described under point 5 – will be made available on the Company's aforementioned website.

7. Information to be made available

In addition to the reports specified in agenda item 5, the annual financial statements and management report, the consolidated financial statements and group management report, the report of the Supervisory Board, and the explanatory report of the Board of Management relating to the disclosures in accordance with section 289 (4) and (5) and section 315 (4) HGB are available for inspection at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) from the date on which the Annual General Meeting is convened.

Cologne, March 2012
DEUTZ AG
The Board of Management

III. DIRECTIONS

By car

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

By rail

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

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 main entrance Osthallen 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

51057 Cologne

www.deutz.com