

Notice of the Annual General Meeting of DEUTZ AG, Cologne

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

at 10.00am on Wednesday, 29 April 2015
(doors open at 9.00am)

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 annual financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2014 financial year, the explanatory reports of the Board of Management concerning the disclosures pursuant to section 289 (4) and (5), section 315 (4) and 315 (2) no. 5 German Commercial Code (HGB), and the report of the Supervisory Board for the 2014 financial year**

On 12 March 2015, the annual financial statements and the consolidated financial statements prepared by the Board of Management were approved by the Supervisory Board in accordance with sections 171 and 172 German Stock Corporation Act (AktG) and the annual financial statements were thereby formally adopted. Formal adoption by the Annual General Meeting is therefore not required, i.e. the AktG does not require the adoption of a resolution in this regard, but the annual financial statements, the consolidated financial statements, the combined management report, the reports of the Board of Management and the report of the Supervisory Board must be presented to the Annual General Meeting.

- 2. Appropriation of accumulated profit for the 2014 financial year**

The Board of Management and Supervisory Board propose using the accumulated profit reported by DEUTZ AG for 2014 of € 8,555,384.63 as follows: € 8,460,324.81 will be used to pay the shareholders a dividend of € 0.07 per dividend-bearing share; the remaining accumulated profit of € 95,059.82 is to be carried forward to the next accounting period.

- 3. Formal approval of the actions of the Board of Management for 2014**

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Board of Management for 2014.

4. Formal approval of the actions of the Supervisory Board for 2014

The Board of Management and Supervisory Board propose the formal approval of the actions of the members of the Supervisory Board for 2014.

5. Appointment of auditors for 2015

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Cologne, be appointed as auditors of the single entity and consolidated annual financial statements for 2015. This appointment includes the auditors' review of the condensed financial statements and the interim management report for the period ended 30 June 2015 pursuant to section 37w (5) sentence 1 German Securities Trading Act (WpHG).

6. Resolution to grant consent for the signing of the control and profit transfer agreement between DEUTZ AG and DEUTZ Sicherheit Gesellschaft für Industrieservice mbH

The Board of Management and the Supervisory Board propose that consent be granted for the amended version of the control and profit transfer agreement between DEUTZ AG as controlling company and DEUTZ Sicherheit Gesellschaft für Industrieservice mbH, Cologne, as controlled company, that was signed on 17 December 2014.

DEUTZ Sicherheit Gesellschaft für Industrieservice mbH is a wholly owned subsidiary of DEUTZ AG; it has no external shareholders.

The amendment was necessary because section 17 sentence 2 no. 2 German Corporation Tax Act (KStG) states that profit transfer agreements will only be recognised for tax purposes if "a transfer of losses is agreed by reference to the provisions of section 302 of the prevailing version of the German Stock Corporation Act (Aktiengesetz)"; clause 3 of the amended agreement satisfies this requirement.

The shareholders' meeting of DEUTZ Sicherheit Gesellschaft für Industrieservice mbH approved the amended agreement on 17 December 2014.

The amended control and profit transfer agreement is worded as follows:

“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 HR B 281 (**“CONTROLLING COMPANY”**).
- (2) The private limited company trading as DEUTZ Sicherheit Gesellschaft für Industrieservice mbH with registered office in Cologne is entered in the commercial register at the local court of Cologne under HR B 24481 (**“CONTROLLED COMPANY”**).
- (3) The CONTROLLING COMPANY holds all the shares in the CONTROLLED COMPANY, with a total nominal value of DM 50,000.00. This represents the whole of the voting nominal capital in the CONTROLLED COMPANY (financial integration). This financial integration of the CONTROLLED COMPANY in the CONTROLLING COMPANY has continued without interruption since the start of the CONTROLLED COMPANY's current financial year.
- (4) There has been a control and profit transfer agreement in place between the CONTROLLED COMPANY and the CONTROLLING COMPANY since 14 October 1988. This agreement will be terminated on 31 December 2014. The parties intend to enter into a new control and profit transfer agreement.

This being the case, the parties agree the following:

1 Management authority

- (1) The CONTROLLED COMPANY agrees to allow the CONTROLLING COMPANY to manage its business.
- (2) The CONTROLLING COMPANY will issue to the management of the CONTROLLED COMPANY all instructions concerning organisational, commercial, technical,

financial and personnel matters that it deems necessary. Such instructions will be issued through its representative bodies or through persons authorised to issue such instructions. Instructions may be issued generally or on a case-by-case basis and must be in text form (as defined in section 126b German Civil Code). If instructions are issued orally, they must be confirmed in text form without undue delay.

- (3) The CONTROLLED COMPANY is obliged to comply with the instructions of the CONTROLLING COMPANY in every respect, provided such instructions do not conflict with mandatory provisions of company, commercial or accounting law. The right to issue instructions does not include the right to amend, maintain or terminate this Agreement.
- (4) The CONTROLLING COMPANY must be kept informed of all material affairs of the CONTROLLED COMPANY and its business performance. The CONTROLLED COMPANY is obliged to provide the representative bodies of the CONTROLLING COMPANY and its authorised persons with comprehensive information and to allow them to inspect the books and other records of the company, to a degree that extends beyond the usual membership rights.

2 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 the 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 reversed 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.

3 Transfer of losses

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

4 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, in respect of the profit transfer, applies from the beginning of the CONTROLLED COMPANY's financial year in which this Agreement is entered in the commercial register. In other respects it applies from the date of entry into 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 netted 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 German Corporation Tax Act (KStG), section 2 (2) sentence 2 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 company; 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.

5 Termination of the previous agreement by mutual consent

The control and profit transfer agreement entered into between the CONTROLLED COMPANY and the CONTROLLING COMPANY on 14 October 1988 is ended by mutual agreement with effect from 24.00 hours on 31 December 2014, along with all rights and obligations thereunder, and replaced with this Agreement.

6 Concluding provisions

- (1) Amendments and additions to this Agreement require the consent of the Annual General 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 or unenforceable provision with one that is valid, practicable and enforceable and which most closely approximates the economic purpose pursued by the parties when they agreed the invalid, impracticable or unenforceable provision.”

Information on documentation to be made available:

The following documents will be available at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) and those of DEUTZ Sicherheit Gesellschaft für Industrieservice mbH, Wiersbergstrasse 43, 51103, Cologne, and on the DEUTZ AG website at www.investor-relations-annualgeneralmeeting-2015.deutz.com from the date on which the notice convening the Annual General Meeting is published in the Federal Gazette:

- the amended control and profit transfer agreement between DEUTZ AG and DEUTZ Sicherheit Gesellschaft für Industrieservice mbH dated 17 December 2014;
- the annual financial statement and management report of DEUTZ AG for 2012 as well as the annual financial statements of DEUTZ AG and the combined management reports for DEUTZ AG and the Group for 2013 and 2014;
- the annual financial statements of DEUTZ Sicherheit Gesellschaft für Industrieservice mbH for 2012, 2013 and 2014 (as a small limited company DEUTZ Sicherheit Gesellschaft für Industrieservice mbH was not required to prepare management reports in these years), and
- the joint report of the Board of Management of DEUTZ AG and the senior management of DEUTZ Sicherheit Gesellschaft für Industrieservice mbH on the amended control and profit transfer agreement.

On request, a copy of the aforementioned documents will be made and sent to any shareholder without delay and free of charge.

7. Elections to the Supervisory Board

Ms Eva Persson, Mr Lars-Göran Moberg and Mr Michael Haupt have all resigned as members of the Supervisory Board of DEUTZ AG with effect from the end of the Annual General Meeting on 29 April 2015. The Annual General Meeting must therefore elect three shareholder representatives as successors.

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

Pursuant to section 96 (1) and section 101 (1) German Stock Corporation Act (AktG) in conjunction with section 6 (1) and section 7 (1) sentence 1 no. 1 German Code-termination Act (MitbestG) and pursuant to section 9 (1) of the Statutes, the Supervisory Board consists of twelve members, with six shareholder representatives and six employee representatives.

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

- a) Dr.-Ing. Hermann Garbers, freelance management consultant, former Chief Technology and Quality Officer at CLAAS KGaA mbH, resident in Marienfeld,
- b) Mr Leif Peter Karlsten, Senior Advisor AB Volvo, former Executive Vice President Volvo Group Trucks Sales Marketing EMEA (until 2014) and former President & CEO Volvo Powertrain Corporation (until 2011), resident in Gothenburg, Sweden, and
- c) Mr Alois Ludwig, freelance management consultant, former Chairman of the Board of Directors of ZF Services, resident in Much,

as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 29 April 2015 to the end of the Annual General Meeting that decides on the formal approval of the actions of the Supervisory Board for 2017.

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.

Notice to shareholders pursuant to section 125 (1) sentence 5 and item 5.4.1 (2 and 3, and 4 to 6) of the German Corporate Governance Code (DCGK); disclosure of CVs

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

On the date on which the notice convening the Annual General Meeting is published in the German Federal Gazette, neither Dr Garbers nor Mr Ludwig are members of a statutory supervisory board or a comparable supervisory body of business enterprises as defined by section 125 (1) sentence 5 AktG.

Mr Karlsten is member of the following comparable supervisory bodies of business enterprises as defined by section 125 (1) sentence 5 AktG:

- Prevas AB, Västerås, Sweden
- Bulten AB, Gothenburg, Sweden

- **Item 5.4.1 (2 and 3) DCGK**

The Supervisory Board has had to defer its target of at least two female members (see page 128 of the 2013 annual report) in connection with the forthcoming appointment of a member to replace Ms Persson because it had to give priority to experts in the areas of agricultural machinery, service and sales.

- **Item 5.4.1 (4 to 6) German Corporate Governance Code**

In the opinion of the Supervisory Board, neither Dr Garbers nor Mr Ludwig has any personal or business connections with DEUTZ AG, its group companies, the governing bodies of the Company or any of its major shareholders for

which disclosure would be recommended in accordance with item 5.4.1 (4 to 6) German Corporate Governance Code.

Until 30 June 2016 Mr Karlsten will be working for the company AB Volvo, Gothenburg, Sweden, which holds 25.026 per cent of the shares in DEUTZ AG. The Volvo-Group includes important customers of DEUTZ AG and, in the case of AB Volvo Penta, one of its competitors (albeit not a significant one).

- The CVs of Dr Garbers, Mr Karlsten and Mr Ludwig – together with the other disclosures required under section 124a AktG – have been available on the DEUTZ AG website at www.investor-relations-hauptversammlung-2015.deutz.com since the date this notice was published in the German Federal Gazette. On request, they will be sent to any shareholder without delay and free of charge. They will also be available for inspection at the Annual General Meeting.

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

1. Total number of shares and voting rights

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

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

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

The proof of entitlement to attend the Annual General Meeting and exercise voting rights must relate to such status as at the start of the 21st day before the Annual General Meeting, i.e. as at **00.00 hours on 8 April 2015 (the proof of entitlement reference date)**. A specific proof of shareholding issued by the custodian in writing or by electronic mail (as defined in section 126b German Civil Code (BGB)) in German or English will suffice as proof of entitlement.

Registration together with proof of entitlement to attend the Annual General Meeting and exercise voting rights must reach the Company via the following address in text form (as defined in section 126b BGB) in either German or English no later than **24.00 hours on 22 April 2015**.

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@db-is.com

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

3. Importance of the proof of entitlement reference date

The proof of entitlement reference date is the critical date regarding the number of persons with the right to attend and exercise voting rights at the Annual General Meeting. Only those who have provided proof that they are shareholders as at the proof of entitlement reference date qualify as shareholders of the Company who can attend the Annual General Meeting and exercise voting rights. Changes in shareholdings after the proof of entitlement reference date are disregarded for this purpose. Shareholders who have acquired their shares after the reference date are therefore

not entitled to attend the Annual General Meeting or exercise voting rights. This does not affect the right of a seller to appoint the buyer as a proxy. Shareholders who have duly registered and provided the relevant proof are entitled to attend the Annual General Meeting and exercise their voting rights even if they have sold the shares after the proof of entitlement reference date. This date has no effect on the marketability of shares and is of no relevance as far as any entitlement to dividends is concerned.

4. Procedure for voting by proxy

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

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

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

Shareholders wishing to appoint a proxy who is not a bank or equivalent person or association (including, but not limited to, shareholder associations) within the meaning

of section 135 (8) or section 135 (10) in conjunction with section 125 (5) AktG may do so using the form provided by the Company for this purpose. This form will be sent to properly registered people together with their admission cards. There is no obligation to use the form provided by the Company. Shareholders may appoint proxies by other means, provided that the required formalities are observed.

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

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil)
Tel.: +49 (0)221 8222 491
Fax: +49 (0)221 8221 52491
Email: Vollmacht.HV_2015@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 27 April 2015**:

DEUTZ AG
c/o Computershare Operations Center
80249 Munich Germany
Fax: +49 (0)89 30903 74675
Email: Vollmacht.HV_2015@deutz.com

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

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

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

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

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

Requests for additions to the agenda must reach the Company by no later than **24.00 hours on 29 March 2015**. 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-annualgeneralmeeting-2015.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-annualgeneralmeeting-2015.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 14 April 2015**.

DEUTZ AG
Investor Relations
Ottostrasse 1
51149 Cologne (Porz-Eil)
Fax: +49 (0)221 8221 52491
Email: 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) 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 sections 131 (1), 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.

Pursuant to section 293g (3) AktG at the request of any shareholder at the Annual General Meeting information shall also be given on all affairs about the other contracting party that was relevant to the conclusion of the agreement (see agenda item 6).

6. Publication of information on the website

The following information is accessible on the DEUTZ AG website at www.investor-relations-annualgeneralmeeting-2015.deutz.com in accordance with section 124a AktG:

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

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

7. Information to be made available

In addition to the reports specified in agenda item 6 the annual financial statements of DEUTZ AG, the approved consolidated financial statements and the combined management report for DEUTZ AG and the Group for the 2014 financial year, the explanatory reports of the Board of Management relating to the disclosures pursuant to section 289 (4) and (5), section 315 (4), and section 315 (2) no. 5 HGB, and the report of the Supervisory Board for the 2014 financial year will be available for inspection during regular business hours at the offices of DEUTZ AG, Ottostrasse 1, 51149 Cologne (Porz-Eil) and made available on the DEUTZ AG website at www.investor-relations-annualgeneralmeeting-2015.deutz.com from the date on which the Annual General Meeting is convened. On request, a copy of the aforementioned documents will be made and sent to any shareholder without delay and free of charge.

Cologne, March 2015

DEUTZ AG
The Board of Management

DIRECTIONS

By car

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

By rail

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

By rail

if arriving at Cologne Central Station, take the S6 (in the direction of Essen), the S13 (in the direction of Troisdorf), the S11 (in the direction of Bergisch Gladbach), the 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.

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

DEUTZ AG

51057 Cologne

www.deutz.com