

Further information on shareholder rights pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) of the German Stock Corporation Act (AktG)

**Shareholders' Meeting of Deutsche Beteiligungs AG,
Frankfurt/Main, 23 March 2011**

Motions concerning the Agenda pursuant to § 122 (2) AktG (German Stock Corporation Act)

Shareholders, individually or collectively, holding a minimum of one-twentieth of the share capital or the proportionate amount of €500,000.00 ("quorum") may submit a motion to put items on the agenda and have them published. Each new item must be substantiated and have a draft resolution attached. The motion must be forwarded in writing to the Board of Management (Deutsche Beteiligungs AG, Board of Management, Kleine Wiesenau 1, D-60323 Frankfurt) and must be received by the Company at least 30 days prior to the Annual Meeting (whereby the day of the Annual Meeting and the day of receipt of the documents are not to be counted), which is no later than

Sunday, 20 February 2011, 24:00 hours (midnight).

Those shareholders submitting a motion must present proof that they have held the shares for at least three months. Opinions vary as to whether the holding period of three months refers to the period prior to the receipt of the motion by the Company, or the period up to the day on which the Annual Meeting is held. If the former is the case, the shareholders submitting the motion must submit proof that they have held the shares for at least three months prior to the day the Company receives the motion. If the latter is the case, the shareholders submitting the motion must submit proof that they have held the shares since at least 23 December 2010, 00:00 hours. We recommend that the shareholders concerned check the conditions and seek legal advice as necessary for the eventuality that this issue may become relevant. Reference is made to § 70 of the German Stock Corporation Act (AktG), which states certain conditions under which an extended period of share ownership may be recognised.

Unless made public at the time of the Notice of Shareholders' Meeting, requests for amendments of the agenda that are required to be disclosed are published immediately upon receipt in the German Electronic Gazette (*elektronischer Bundesanzeiger*) and, pursuant to § 121 (4a) of the German Stock Corporation Act, are submitted to those media for publication which are presumed to distribute the information throughout the European Union. These requests are also published on the Company's website at www.deutsche-beteiligung.de/annual-meeting.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholder rights are as follows:

§ 122 (1) of the German Stock Corporation Act (AktG):

"A shareholders' meeting shall be called if shareholders jointly representing at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. § 142 (2), sentence 2, shall apply *mutatis mutandis*."

§ 122 (2) of the German Stock Corporation Act (AktG):

"In the same manner shareholders jointly representing at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and be disclosed. Each request must be accompanied by supporting information or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company not later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt."

§ 142 (2), sentence 2 of the German Stock Corporation Act (AktG):

"The parties requesting the motion shall furnish evidence that they have been holders of such shares for not less than three months prior to the date of the shareholders' meeting and that they will hold the shares until a decision on the motion."

§ 70 of the German Stock Corporation Act (AktG):

"If the exercising of rights requires the shareholder to have been the holder of a share for a certain period of time, then the right to claim transfer from a bank, a financial services institution or company operating as per § 53 (1)(1), § 53b (1)(1) or § 53b (7) of the German Banking Act shall be deemed equivalent to ownership. The period for which a predecessor in title has held a share shall be attributed to the shareholder if the shareholder has acquired the share without payment of a consideration, from their fiduciary, as the universal successor, upon the dissolution of a partnership as per § 14 of the German Insurance Supervision Act or § 14 of the German Building Society Act."

Countermotions and nominations pursuant to §§ 126 (1), 127 AktG (German Stock Corporation Act)

Shareholders may submit countermotions to draft resolutions proposed by the Board of Management and the Supervisory Board regarding specific items on the agenda. Shareholders may also make nominations for elections to the Supervisory Board or for the appointment of auditors.

Pursuant to § 126 (1) AktG (German Stock Corporation Act), the Company will publish countermotions, including the name of the shareholder, the substantiation as well as any commentary by management on the Internet at www.deutsche-beteiligung.de/annual-meeting provided that countermotions with a substantiation attached are received at least two weeks prior to the date of the Annual Meeting (whereby

the day of the Annual Meeting and the day of receipt of the documents are not counted), which is no later than

Tuesday, 8 March 2011, 24:00 hours (midnight)

at the following address:

Deutsche Beteiligungs AG
Kleine Wiesenau 1
60323 Frankfurt am Main
Germany
Fax: +49 69 95787-199 or -391
Email: hauptversammlung@deutsche-beteiligung.de

Countermotions addressed otherwise will not be considered. The above provisions apply correspondingly pursuant to § 127 of the German Stock Corporation Act (AktG) with respect to nominations submitted by stockholders for members of the Supervisory Board or for the appointment of auditors. However, nominations from shareholders need not be substantiated.

The Company may refrain from publishing a countermotion under the conditions stated in § 126 (2) AktG (German Stock Corporation Act), if, for example, the countermotion would lead to a resolution at the Annual Meeting that is either illegal or contrary to the Articles of Association. If the substantiation of the countermotion (or of a nomination, insofar as a substantiation has been provided) is longer than 5,000 characters, it need not be published. They also do not need to be published, except in the instances stated in § 126 (2) (German Stock Corporation Act) AktG, even if the name, profession and residence of the nominee is not stated. Nominations for elections to the Supervisory Board are not required to be published even if the nomination does not contain information concerning his/her offices on statutory supervisory boards or comparable domestic and international supervisory bodies.

Reference is made to the fact that countermotions and nominations, even if they have been submitted to the Company in advance in good time, shall only be considered at the Annual Meeting if they are submitted there verbally. This shall not affect the right of each and every shareholder to file countermotions on the various agenda items or make nominations during the Annual Meeting itself even without having previously submitted these to the Company.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholder rights are as follows:

§ 126 of the German Stock Corporation Act (AktG):

"(1) Motions by shareholders, including shareholders' names, supporting information and any position taken by the management shall be made available to the eligible persons referred to in § 125 (1) through (3) under the conditions specified therein, provided that the shareholder submitted at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purposes in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required availability shall be provided over the Internet website of the company. § 125 (3) shall apply *mutatis mutandis*.

- (2) A counterproposal and supporting information need not be made accessible if:
1. the managing board would by reason of such accessibility become criminally liable;
 2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
 3. the reasons contain statements which are manifestly false or misleading in material respects or which are libellous;
 4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to § 125;
 5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the capital stock represented has voted in favour of such counterproposal;
 6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
 7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not to be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counterproposals for resolution in respect of the same subject matter, the managing board may combine such counterproposals and the respective supporting information."

§ 127 of the German Stock Corporation Act (AktG):

"§ 126 shall apply *mutatis mutandis* to a nomination by a shareholder for the election of members of the supervisory board or external auditors. Such nomination need not be supported by a statement of the reasons therefor. The managing board also need not make such nomination available if it fails to contain information pursuant to § 124 (3), 3rd sentence,¹ and § 125 (1), 5th sentence."

§ 124 (3), sentence 4 of the German Stock Corporation Act (AktG):

"The nomination for the election of members of the supervisory board or auditors shall state their name, exercised profession and place of residence."

¹ The company is of the opinion that there exists a legislative error. The company assumes that the reference applies to § 124 (3), sentence 4 of the German Stock Corporation Act (AktG).

§ 125 (1), sentence 5 German Stock Corporation Act (AktG):

"In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of business undertakings should be added."

Right to information pursuant to § 131 (1) AktG (German Stock Corporation Act)

Based on § 131 (1) AktG (German Stock Corporation Act), every shareholder may put questions to the Board of Management during the Annual Meeting on issues relating to the Company, insofar as the information serves to clarify an item on the agenda. The obligation to provide information also extends to the Company's legal and business relations to associated companies and to the state of the Group and the consolidated companies, since the consolidated financial statements and management's report on the Group will be presented under item 1 of the agenda for the Annual Meeting.

The Board of Management may refrain from answering certain questions for reasons stated in § 131 (3) AktG (German Stock Corporation Act), e.g. if the information, based on reasonable commercial judgement, might be detrimental to the Company or one of its associated companies. According to § 16 (3) of the Articles of Association, the chairman of the Annual Meeting may commensurately limit the time allowed for shareholders to take the floor for their questions and statements. He may, in particular, specify the time frame for the whole duration of the Annual Meeting, for individual items on the agenda, or for individual speakers and enquirers.

The provisions of the German Stock Corporation Act (AktG) and the Company's Articles of Association underlying these shareholder rights are as follows:

§ 131 of the German Stock Corporation Act (AktG):

- "(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1), 2nd sentence, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form that would have been used if such provisions on the simplified procedure were not applied. The duty of the managing board of a parent company to provide information (§ 290 (1) and (2) of the German Commercial Code) at the shareholders' meeting at which the consolidated financial statements and management's report of these statements are presented also extend to the consolidated group's position and the affiliated enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to § 129 may authorize the chairman of the

meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

- (3) The managing board may refuse to provide information:
1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
 2. to the extent that such information relates to tax valuations or the amount of certain taxes;
 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
 4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
 5. if provision thereof would render the managing board criminally liable;
 6. insofar as, in the case of credit institutions or financial services institutions, information about the applied balance sheet and valuation methods applied and setoffs made in the annual financial statements, management's report, consolidated financial statements and the group's management's report need not to be given;
 7. if the information is continuously available on the Internet website of the company for at least seven days prior to the beginning and during the shareholders' meeting.

The provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder by reason of his/her status as a shareholder outside a shareholders' meeting, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The managing board may not refuse to provide such information on the grounds of subsection (3), 1st sentence, no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1) and (2) of the German Commercial Code), a joint venture (§ 310 (1) of the German Commercial Code) or an associated company (§ 311 (1) of the German Commercial Code) provides information to a parent company (§ 290 (1), (2) of the German Commercial Code) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.
- (5) A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting."

§ 16 (3) of the Articles of Association:

"The chairman of the meeting may reasonably limit a shareholder's time to speak and to ask questions. He may in particular at the beginning of the shareholders' meeting or in its course set time limits regarding the whole progress of the shareholders' meeting, individual items on the agenda or each speaker or enquirer."

Frankfurt am Main, February 2011

Deutsche Beteiligungs AG

The Managing Board