



IKB Deutsche Industriebank Aktiengesellschaft

Düsseldorf

ISIN DE0008063306

Dear Shareholder,

We kindly invite you to an Extraordinary General Meeting of IKB Deutsche Industriebank Aktiengesellschaft. The Extraordinary General Meeting will be held on

Friday, 2 December 2016, at 10.00 a.m.,

in 40474 Düsseldorf, CCD Stadthalle, Congress Center Düsseldorf, Rotterdamer Strasse.

Agenda

Resolution on the transfer of the shares of the minority shareholders of IKB Deutsche Industriebank Aktiengesellschaft, Düsseldorf, to LSF6 Europe Financial Holdings, L.P., Dallas (USA), in return for appropriate cash compensation pursuant to Sections 327a et seq. of the German Stock Corporation Act (*Aktiengesetz – AktG*)

LSF6 Europe Financial Holdings, L.P. with place of business in 2711 North Haskell Avenue, Suite 1700, Dallas, TX 75204, USA, registered under the registered address Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA, under the registration number 4586994, currently participates directly in the share capital of IKB Deutsche Industriebank Aktiengesellschaft with a total of 607,285,482 bearer shares. The share capital of IKB Deutsche Industriebank Aktiengesellschaft is EUR 1,621,465,402.88. It is divided into 633,384,923 bearer shares. LSF6 Europe Financial Holdings, L.P., therefore, holds more than 95 % of the share capital of IKB Deutsche Industriebank Aktiengesellschaft and is its majority shareholder within the meaning of Section 327a (1), sentence 1, *AktG*.

LSF6 Europe Financial Holdings, L.P. has decided to implement a squeeze-out procedure according to Sections 327a et seq. *AktG*. According to the more specific provisions of these regulations, the General Meeting can decide to transfer the shares of the other shareholders (minority shareholders) to the majority shareholder in return for appropriate cash compensation (so-called squeeze-out according to the Stock Corporation Act). In its letter of 12 September 2016 to the Board of Managing Directors of IKB Deutsche Industriebank Aktiengesellschaft, LSF6 Europe Financial Holdings, L.P. requested that all measures necessary for a resolution according to Sections 327a et seq. *AktG* be taken. The letter from LSF6 Europe Financial Holdings, L.P. of 12 September 2016 includes in particular the request that an Extraordinary General Meeting be convened and that the resolution be adopted by the meeting according to Section 327a (1), sentence 1, *AktG* to transfer the shares of the minority shareholders in return for appropriate cash compensation.

In its letter of 17 October 2016 to the Board of Managing Directors of IKB Deutsche Industriebank Aktiengesellschaft, LSF6 Europe Financial Holdings, L.P. put its request of 12 September 2016 into concrete terms and determined the cash compensation at EUR 0.49 for each bearer share.

In a written report of 19 October 2016 pursuant to Section 327c (2), sentence 1, *AktG* (so-called transfer report), LSF6 Europe Financial Holdings, L.P. outlined the requirements for the transfer of the shares of the minority shareholders and explained and justified the adequacy of the cash compensation it has determined. By resolution of 13 September 2016, in view of a spelling error in the date of the resolution, corrected by court order of 20 September 2016, the Regional Court Düsseldorf appointed Baker Tilly Roelfs AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, as expert auditor to audit the adequacy of the cash compensation. In this capacity, Baker Tilly Roelfs AG Wirtschaftsprüfungsgesellschaft audited and confirmed the adequacy of the cash compensation. It issued an audit report on this pursuant to Section 327c (2), sentence 2 to 4, *AktG*, on 19 October 2016.

Before convening the General Meeting, LSF6 Europe Financial Holdings, L.P. provided the Board of Managing Directors of IKB Deutsche Industriebank Aktiengesellschaft with a warranty declaration from Baader Bank Aktiengesellschaft pursuant to Section 327b (3) *AktG*. By providing this declaration, Baader Bank Aktiengesellschaft assumes the warranty for the fulfilment of the obligation of LSF6 Europe Financial Holdings, L.P., to pay the cash compensation determined for the transferred shares to the minority shareholders immediately after entry of the transfer resolution in the Commercial Register of IKB Deutsche Industriebank Aktiengesellschaft.

The Board of Managing Directors and Supervisory Board propose that the following be adopted:

The bearer shares of the other shareholders (minority shareholders) of IKB Deutsche Industriebank Aktiengesellschaft, Düsseldorf, shall be transferred to the majority shareholder, pursuant to Sections 327a et seq. of the German Stock Corporation Act (*Aktiengesetz – AktG*), in return for appropriate cash compensation to be paid by the majority shareholder, LSF6 Europe Financial Holdings, L.P. with place of business in 2711 North Haskell Avenue, Suite 1700, Dallas, TX 75204, USA, registered under the registered address Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA, under the registration number 4586994, in the amount of EUR 0.49 for each bearer share of IKB Deutsche Industriebank Aktiengesellschaft.

All documents required by law i.e. the draft transfer resolution, the annual financial statements and management reports of IKB Deutsche Industriebank Aktiengesellschaft for the last three financial years, the transfer report of LSF6 Europe Financial Holdings, L.P., issued according to Section 327c (2), sentence 1, *AktG*, and the audit report of Baker Tilly Roelfs AG Wirtschaftsprüfungsgesellschaft, issued according to Section 327c (2), sentence 2 to 4, *AktG*, shall be available for viewing by the shareholders at the Company's premises from the time the General Meeting is convened and on the Company's website at

<http://www.ikb.de/en/investor-relations/general-meeting>

On request, each shareholder will be provided with a copy immediately. The documents will also be available at the General Meeting.

Participation in the General Meeting and exercise of voting rights

Only those shareholders who register prior to the General Meeting are entitled to participate in the General Meeting and to exercise their voting rights (Art. 14 (1) sentence 1 of the Articles of Association). Shareholders must also provide evidence of their entitlement to participate in the General

Meeting (Art. 14 (2) sentence 1 of the Articles of Association). This requires evidence of shareholdings at the start of the 21st day before the General Meeting (Friday, 11 November 2016, 00.00 hrs CET) by the custodian bank or financial services institution (Art. 14 (2) sentence 2 of the Articles of Association). Registration and evidence of shareholdings must be provided in text form and in German or English (Art. 14 (1) sentence 1, (2) sentence 2 of the Articles of Association). The registration and evidence of shareholdings must be received by the Company no later than six days before the General Meeting, i.e. by Friday, 25 November 2016, 24.00 hrs CET, at the following address:

IKB Deutsche Industriebank AG

c/o HCE Haubrok AG

Landshuter Allee 10

D-80637 München

Telefax: +49 (0)89/210 27 289

E-Mail: meldedaten@hce.de

The Company may deny participation in the General Meeting and the exercise of voting rights to shareholders who failed to provide such evidence or failed to provide it in due time. After the registration for the General Meeting, the shares will not be blocked in an account, but will remain freely available. Any disposals effected after the due date for provision of evidence will have no effects on the entitlement to participate in the General Meeting and to exercise voting rights while, vice versa, any persons who do not yet own any shares on the due date for provision of evidence and only become shareholders afterwards will not be entitled to either participate in the General Meeting or exercise voting rights.

Upon receipt of evidence of their shareholdings by the Company, tickets to the General Meeting will be sent to the shareholders. In order to facilitate organisation of the General Meeting, we request shareholders to assure that evidence of their shareholdings is submitted to the Company at an early stage.

Voting proxies

Shareholders who do not wish to participate in the General Meeting personally can arrange for their voting rights to be exercised by a proxy. For such action in proxy, registration in due time and timely provision of evidence of shareholdings are also required as described above. The shareholders will receive an authorisation form together with the ticket for the General Meeting. Please note that the Company, in case more than one person or institution is authorised, will have the right to reject one or more of these persons or institutions respectively (Section 134 (3), sentence 2, *AktG*).

Authorisations that are not granted to a bank or an association of shareholders or any other person or institution of equivalent status pursuant to Section 135 (8) and (10) in conjunction with Section 125 (5) *AktG* require text form for their legal effectiveness, revocation and evidence towards the Company (Section 134 (3), sentence 3, *AktG*, Art. 14 (3) sentence 2 of the Articles of Association). There are two procedures in effect to issue authorisations and to revoke them: on the one hand shareholders may issue authorisations to third parties or revoke these by way of written declaration to the Company. In such case, there is no need for separate evidence of authorisation. Such declaration must be sent to the following address:

IKB Deutsche Industriebank AG

c/o HCE Haubrok AG

Landshuter Allee 10

D-80637 München

Telefax: +49 (0)89/210 27 289

E-Mail: vollmacht@hce.de

On the other hand, shareholders may issue and revoke authorisations by way of written declarations to the proxy. In such case, the Company will require written evidence for such authorisation. Such evidence may be presented at the admission desk on the day the General Meeting is held. As an alternative, the written evidence may also be transmitted to the Company at the above address.

If a bank, a shareholder association or any person or institution of equivalent status pursuant to Section 135 (8) and (10) in conjunction with Section 125 (5) *AktG* are intended to be authorised, the person or institution to be authorised may require a special form of authorisation. Please agree therefore in due time with the relevant person or institution to be authorised on the required form of the authorisation.

Proxies appointed by the Company

In addition, we offer our shareholders the possibility to authorise proxies appointed by the Company and subject to instructions prior to the General Meeting. Shareholders who wish to authorise such proxies appointed by the Company must also register for the General Meeting as stated above and must provide evidence for their entitlement to participate. The shareholders must use the relevant authorisation form to empower the proxies appointed by the Company and to issue instructions. The shareholders will receive such form together with the ticket for the General Meeting. This should be ordered as early as possible in order to ensure timely receipt of the ticket and authorisation form. Any issuing of authorisation and related instructions as well as any revocation of the authorisation must be sent to the following address only:

IKB Deutsche Industriebank AG

c/o HCE Haubrok AG

Landshuter Allee 10

D-80637 München

Telefax: +49 (0)89/210 27 289

E-Mail: vollmacht@hce.de

The proxies appointed by the Company will vote exclusively in line with the instructions issued by shareholders. Authorisations will be void if precise instructions are not issued. The proxies appointed by the Company will abstain in motions at the General Meeting that were not previously announced. Please note that proxies appointed by the Company cannot accept authorisations and instructions to exercise the right to speak and ask questions, to table motions or to object to resolutions by the General Meeting.

Requests for additions to the agenda

Such shareholders whose shares together amount to at least 5 % of the share capital of the Company or the proportional amount of EUR 500,000.00 may request in writing, by indicating purpose and reasons, that items be put on the agenda and be announced (Section 122 (2) *AktG*). Any request for additions to the agenda must be addressed to the Board of Managing Directors at the following address:

IKB Deutsche Industriebank AG

– Vorstand –

c/o HCE Haubrok AG

Landshuter Allee 10

D-80637 München

Such request must be received by the Company with any legally required information and evidence no later than 24 days prior to the General Meeting i.e. by Monday, 7 November 2016, 24.00 hrs CET.

Counter-motions and proposals for election

Counter-motions and proposals for election from shareholders regarding items of the agenda as defined by Sections 126, 127 *AktG* must be directed exclusively to the following address:

IKB Deutsche Industriebank AG

c/o HCE Haubrok AG

Landshuter Allee 10

D-80637 München

Telefax: +49 (0)89/210 27 298

E-Mail: gegenantraege@hce.de

They must be received at this address no later than 14 days prior to the General Meeting i.e. by Thursday, 17 November 2016, 24.00 hrs CET. The right to table counter-motions or make proposals for election with respect to items on the agenda at the General Meeting will be not be affected. Sections 126, 127 *AktG* stipulated only the conditions on which the Company must make announced counter-motions or proposals for election accessible prior to a General Meeting.

Düsseldorf, in October 2016

IKB Deutsche Industriebank Aktiengesellschaft

The Board of Managing Directors