Deutsche Bank

General Meeting 2019

Counterproposals

As of May 9, 2019

Counterproposals received by us are classified into two groups:

We designate with capital letters those counterproposals for which, if you wish to vote for them, you can place a tick directly under the appropriate capital letter on the reply form. In this case, please also tick the appropriate box under the respective item on the Agenda to indicate how you would like to vote in order to make sure that your vote is counted even if the counterproposal is not made, is retracted or, for some other reason, is not voted on at the General Meeting.

The other counterproposals, which merely reject proposals by the Management Board and the Supervisory Board, or by the Supervisory Board alone, are not designated with capital letters. If you wish to vote for these counterproposals, you must vote “No” to the respective item on the Agenda.

For our Ordinary General Meeting taking place on Thursday, May 23, 2019, in Frankfurt am Main, we have received the following counterproposals to date. The proposals and reasons are the authors’ views as notified to us. We have also placed assertions of fact in the Internet without changing or verifying them.

Counterproposals

Shareholder Dietrich-E. Kutz, Biberach re. Agenda Items 3 and 4

Agenda Item 3: Ratification of the acts of management of the members of the Management Board for the 2018 financial year

not to vote in favor

Agenda Item 4: Ratification of the acts of management of the members of the Supervisory Board for the 2018 financial year

not to vote in favor

Reasons

Lack of expertise among management, which for over 10 years has failed to meet the requirements for successful corporate governance, among other things.

We are **up there with 2018's biggest destroyers of capital.**
And in return, **EUR 1.9 billion in bonuses to the management team for the 2018 financial year, four times the net retained profits.**

We cannot and will not accept this.
What a mindset to take with regard to investors!

Please make my counterproposals submitted in due time available to the shareholders in accordance with the German Stock Corporation Act (AktG).
I ask that the shareholders vote in line with my proposals.

Shareholder Herbert Zorn, Birkenfeld re. Agenda Items 2, 3, 4 and 8

Re Agenda Item 2:

With distributable profit amounting to € 485,726,800.36, the payment of a dividend of € 0.11 per share is too little.

A **I propose that a dividend of € 0.20 per share eligible for the payment of a dividend be paid.**

Reasons

The net retained profits must be made fully available to the shareholders!
The extremely low share price has forced the shareholders to put up with a very weak performance by “Deutsche Bank shares”, and they have steadily lost value for five years.
DB's share price performance amounted to:
> -37% last year,
> -59% over the last two years,
> -73% over the last five years.
Merely distributing roughly 47% of the net retained profits is absolutely unjustifiable!
If a € 0.20/share dividend were paid, the remaining € 72,372,174.16 could still be carried forward to new account. That should be sufficient!

Re Agenda Items 3 and 4:

The acts of management of the members of the Management Board are not to be ratified for the 2018 financial year.

The acts of management of the members of the Supervisory Board are not to be ratified for the 2018 financial year.

Reasons

The members of the Management Board and Supervisory Board have proven incapable of halting the downward share price trend over the last five years. There is no expectation that this Management Board and Supervisory Board will change this trend going forward.
To date, the Management Board and Supervisory Board have failed to actively improve the share price!

Re Agenda Item 8:

Item submitted by shareholder "Riebeck-Brauerei von 1862"

The proposal
"to dismiss member of the Supervisory Board Dr. Paul Achleitner"
must be supported by all shareholders to protect our investment.

The many reasons to justifiably dismiss this Supervisory Board member are adequately set out in Agenda Item 8.

I propose that these counterproposals be accepted and put to a vote by the Annual General Meeting on May 23, 2019.

Shareholder Dr. Ing. Ernst Rätz, Cologne re. Agenda Items 3 and 4

Counterproposal to Agenda Items 3 and 4

I propose regarding

Agenda Item 3: Ratification of the acts of management of the members of the Management Board that **ratification be refused**,
and likewise regarding
Agenda Item 4: Ratification of the acts of management of the members of the Supervisory Board that **ratification be refused**.

Reasons

For decades, the Management Board and Supervisory Board have ignored one key fact. The bank is owned by its shareholders. The profit not needed for investments belongs to them. It goes without saying that employees should participate in profit, but not in the way that Deutsche Bank does it. Billions in bonuses are paid out to employees while total dividends only run to several hundred million. See the following example:

Payment	**Bonuses**	**Dividends**
for	in billions	in billions
2014	2.70	0.900
2015	2.40	0.000
2016	0.50	0.282
2017	2.30	0.227
2018	1.90	0.227
Total	**9.80**	**1.636**

I urge the Management Board and Supervisory Board to ensure that total bonuses do not exceed total dividends in the future.

Had this rule been heeded, Deutsche Bank would currently have financial reserves of some € 8.16 billion. That is roughly half of Deutsche Bank's market capitalization.

Shareholder Ed Taylor Parkins, Grünwald re. Agenda Item 4

Re Agenda Item 4

Motion: No ratification of the acts of management of the members of the Supervisory Board

Reasons

The members of the Supervisory Board must not hold more than a maximum of one other supervisory or advisory board position at other companies.

The amount of time needed to perform the duties of a Supervisory Board member at a DAX company is so great that it leaves no time to hold positions at more than two companies (plus any other teaching or management activities) and be able to work here legally, credibly, sincerely, and conscientiously.

Shareholder Georg Ludwig, Radolfzell re. Agenda Item 3

At the Annual General Meeting on May 23, 2019, I will propose in relation to agenda item 3 that shareholders vote against ratifying the acts of management of the Management Board.

Reasons

In relation to the problem of entering into a loan agreement where junk properties are involved, the Bank unfortunately seems to have failed to base its appeal against the decision of the Higher Regional Court (Oberlandesgericht, "OLG") of Koblenz handed down on August 13, 2018 (8 U 578/17) on the further argument that section 171 (1) of the German Civil Code (Bürgerliches Gesetzbuch, "BGB") does not apply, even though the case clearly invites such an argument: After the general power of attorney granted by the customer (the borrower) to the agent was notarized on December 11, 1995, the bank received a confirmation from the notary – several weeks before January 11, 1996, the date on which the agreement was entered into according to the OLG (the notary's certified copy of the original document (Ausfertigung) was submitted too late on January 12, 1996). Erroneously, however, the OLG expressly refused to attribute any relevance to the notary's confirmation, the specific wording of which was unfortunately not reproduced, because the OLG (like the Federal Supreme Court (Bundesgerichtshof, "BGH") it could be argued?) ignores the independent significance of section 171 (1) BGB: Although the defect afflicting the power of attorney granted by declaration to the agent (Innenvollmacht) in accordance with the first limb of section 167 (1) BGB (section 134 BGB in conjunction with the German Legal Advice Act (Rechtsberatungsgesetz, "RBerG")) may be overcome by presenting the original/certified copy of the original in accordance with section 172 BGB (giving the outer appearance of the existence of authority (Rechtsschein)), this is not the only way: based on the wording and regime of the legislation, a separate notification must also suffice as notice given by the principal to the third party that authority has been conferred on the agent: indeed section 171 (1) BGB contains the basic principle. Under section 172 (1) BGB, presentation of the certified copy of the original power of attorney to the third party replaces (is equivalent to) the principal giving direct notice to the third party of the conferral of authority (also supported by the BGH in NJW 2008, 3355 et seq., the context being that the certified copy of the original document must be presented by no later than the date on which the agreement is entered into).

The fact that section 171 (1) BGB is glossed over in practice is arguably due to BGHZ 102, 60 et seq., where, as an alternative to presenting the certified copy of the original power of attorney in accordance with section 172 (1), only "general aspects of the outer appearance of authority" are referred to, which are linked to matters other than the document conferring power of attorney (e.g., a position initially also taken by the BGH in the case of junk properties, e.g., NJW 2002, 2325, but later abandoned; since then, the courts only look at section 172 BGB).

The act of presenting to the third party the document conferring power of attorney in accordance with section 172 (1) BGB does not put an end to the document's use; it can also be used by the principal as a separate notification for the purpose of giving the third party direct notice of the conferral of authority – of course a simple copy is sufficient for this purpose. It is absolutely incorrect to say that in the case of a document conferring power of attorney, section 171 (1) BGB would be the lex specialis that overrides section 172 (1) BGB, as the above comments by the BGH would suggest. A principal may grant multiple powers of attorney, and may also decide how the third party is to be notified of a power of attorney in legal dealings – by notifying the third party directly, or by notifying indirectly, namely by having the agent present the document conferring the power of attorney to the third party.

When I spoke at last year's Annual General Meeting, I referred to the example in which, after notarizing a power of attorney, the notary transmits it to the bank by fax on the instructions of the customer, which gives an outer appearance of the existence of authority, because section 171 (1) BGB allows notice to be given by an authorized messenger, and the fax contains all of the necessary details.

The sending of a confirmation by the notary should be considered equivalent to this example, provided the confirmation sets out the personal details of the principal, the agent and the loan parameters (the basic or essential terms). In this case too, the notary receives an instruction from the customer and the bank then receives "separate notification" of the conferral of authority: the notary only issues a notary's confirmation if instructed to do so, the only person entitled to give such instruction is the party to whom the document formally relates, i.e., the customer, who in this case made the contractual offer and conferred authority by way of a formal document. When the bank receives the notary's confirmation, it may therefore assume that such confirmation was drawn up and sent to it on the instructions of the customer, which for the purpose of section 171 (1) BGB should be deemed as notice of the power of attorney granted by declaration to the agent, given by the customer "to a third party" by way of a "separate notification", even if the notary's confirmation does not include all additional details of the power of attorney.

To the extent that the BGH has addressed notaries' confirmations in cases where authority was invalidly conferred, it was done with reference to section 172 (1) BGB, and in DNotZ 2004, 787-8 their equivalence with presentation of the certified copy of the original was rejected. Indeed in no case did the BGH review the requirements of the independent section 171 (1) BGB (?)

The question remains: how could a clear legislative provision remain undiscussed for years, particularly when it is simply common sense? The positive acts of the principal in section 171 (1) BGB carry more weight for the purpose of establishing an outer appearance of the existence of authority a priori than considerations of authority by acquiescence and ostensible authority.

Shareholder DELPHI Unternehmensberatungs AG, Heidelberg re. Agenda Items 2 and 4

Re Agenda Item 2: Appropriation of distributable profit for 2018

We hereby submit the following counterproposal:

B That no dividend be distributed and the entirety of distributable profit be carried forward to new account.

Reasons

Dividends entail negative tax implications for large shareholder groups and are addictive. In the advanced stages of the addiction, there is talk of "dividend continuity" and it is expected that each year dividends of at least the same amount as in the previous year or higher be distributed. So-called shareholder protection associations and the representatives of savings banks, cooperative banks and other money managers who manage the money of tens of thousands of small investors in funds almost automatically demand that dividends be paid despite their detrimental tax implications, contrary to the interests of the investors allegedly represented by them. This greed for dividends clouds the mind when rationally weighing the advantages and disadvantages of distributing a dividend.

Lawmakers have recognized this and rendered dividend distributions for large and important shareholder groups highly disadvantageous from a tax perspective. Just like taxes on nicotine and alcohol are higher than for healthy foods, for many shareholders taxes on dividend payments are about 20 times (!) higher than other harmless luxuries for shareholders, such as price increases, share buybacks and capital repayments.

A few examples for shareholder groups which suffer due to dividend distributions:

a) All private shareholders who are long-term investors (e.g., including employee shareholders) who hold less than 1% interest in Deutsche Bank AG (likely to be all of them) and who acquired their shares before 1 January 2009.

Dividend tax: definitive withholding tax, for Catholics approximately 30%
Tax on price increases: 0%

b) Domestic corporations such as the applicant DELPHI Unternehmensberatung AG, which hold an interest of less than 15% in Deutsche Bank AG (also all of them).
Dividend tax: approximately 30%
Tax on price increases: 1.5%
For DELPHI Unternehmensberatung AG alone, the proposed dividend payment entails an additional tax expense of more than EUR 20,000.

c) Domestic investors with a short-term investment horizon who do not wish to hold the shares for at least 45 days around the dividend record date and are therefore unable to claim the withheld capital yield tax.

d) Foreign private investors, to whom the dividend is paid after deduction of withholding taxes and who have to reclaim the withholding tax in laborious, year-long procedures. Any German investor who has had to reclaim Swiss, Belgian or Finnish withholding taxes know about this issue.

e) Most domestic and foreign funds, which receive the dividend after deduction of taxes, and their private investors, for whom this leads to lower after-tax results from their investments.

Dividend payments have already resulted in significant losses in the past.

Foreign investors' joy over receiving dividends has been spoiled by the fact that they have been excluded from tax credits previously associated with dividends. Resourceful tax experts did not let this rest and the solution was found in the red light district: dividend stripping was invented.

But as is so often the case with harmful substances, no one reckoned with legislators: Dealing in drugs and tax credits is not allowed, many banks and other market participants who went along with the deal had to pay hundreds of millions of euros in penalties. Some banks were unable to do so and were shut down by the supervisory authorities.

At Deutsche Bank AG there is now another important argument against a dividend payout and for a share buyback in its place:

Deutsche Bank AG shares are only priced at approximately 25% of equity per share.

With a buyback equivalent to only the amount of the planned dividend payments of around EUR 200 million, the Bank could buy back its own shares with a market value of EUR 200 million, but with an equity value of around EUR 800 million !

This would directly increase the Bank's equity attributable to Deutsche Bank shares outstanding by 1% (800 - 200 = 600 / 60,000); this amount corresponds to 4% of the current share price ! !

Is there any need for further explanation as to why, in today's environment – where cannabis and euthanasia are more likely to be completely deregulated than the tax disadvantages of dividend payments are to be eliminated and advice on shares and investment in shares are promoted – the dividend should be done away with and own shares bought back for the same amount of money? No.

Re Agenda Item 4: Ratification of the acts of management of the members of the Supervisory Board for the 2018 financial year

We hereby submit the following counterproposal:

That the acts of management of the Supervisory Board not be ratified but instead that shareholders should abstain from voting.

Reasons

What has become of the strong, dominating, unassailable, sovereign, powerful, omnipresent and successful Deutsche Bank AG under Alfred Herrhausen?

A traumatized little pile of misery, from which one no longer even expects even a 4% return on equity !

In Hilmar Kopper's day, at the end of 2000 Deutsche Bank still had direct and indirect holdings in

Linde AG (approximately 10%),
Munich Re AG (approximately 10%),
Allianz AG (approximately 4%),
VEBA AG (approximately 7%),
Gerling-Konzern Versicherungs-Beteiligungs AG (approximately 30%),
Continental AG (approximately 8%),
Daimler AG (approximately 12%),
Deutsche Wohnen AG (approximately 8%),
Heidelberger Cement AG (approximately 9%).

At the turn of the millennium, Deutsche Bank fell into the hands of unscrupulous Anglo-Saxon investment bankers who sold off Deutsche Bank's decades-long holdings and destroyed Deutsche Bank AG's dominant position in "Deutschland AG", as well as paying themselves far too much of the resulting billions in profits as bonuses. At the same time, investment bankers and their ilk were involved in almost every criminal plot which banks have rightly been accused of over the past fifteen years. This has already cost Deutsche Bank a tens of billions in fines.

Now that Deutsche Bank again has a CEO who speaks German, the future of Deutsche Bank lies in rebuilding "Deutschland AG". We could start by taking a 10% stake in Bayer AG (investment volume due to the glyphosate hysteria now only approximately EUR 5.5 billion) and a 10% stake in RWE AG (investment volume approximately EUR 1.2 billion, which will be the largest European green energy producer in the future).

If you follow this plan A you won't need a plan B !

In the mass business competing against Volksbanks and savings banks, which have no pressure to achieve a return on equity, there is nothing to gain in Germany. This is quite different when it comes to supporting companies in Germany and German companies in the world.

Whether Supervisory Board Chairman Achleitner is the right person to guide Deutsche Bank back to its old size as a powerful and profitable bank in Germany is doubtful. During his time at Allianz, Mr. Achleitner was instrumental in breaking up the decades-long cross-shareholding between Allianz and Munich Re at the worst possible time, namely at the point when share prices were lowest, thus destroying a cornerstone of "Deutschland AG" and shareholders' assets.

Pursuant to the ruling by the Higher Regional Court (Oberlandesgericht) of Cologne of November 15, 2018 against B[redacted] with regard to the ratification of the acts of management of the Executive Board, according to the case law of the Federal Court of Justice the content of such a resolution can only be challenged if the subject of the resolution is conduct which clearly constitutes a serious violation of the law or the Articles of Association (see November 25, 2002 – II ZR 133/01 -, NJW 2003, p. 1032 [1033] – Macotron). Only in the event of a clear and serious violation of the law or the Articles of Association by the Management Board and the Supervisory Board are the limits of the discretion granted to the Annual General Meeting with respect to the ratification of acts of management exceeded (see BGH, judgment of February 7, 2012 – II ZR 253/10 –, NZG 2012, p. 347 – Commerzbank/Dresdner Bank).

In the case of the conduct of the Executive Board of B[redacted] ([redacted]), the Cologne Higher Regional Court found such a clear and serious violation of the law within the meaning of this legal standard.

Since such clear and serious violations of the law or the Articles of Association are not apparent at Deutsche Bank AG during the period in question, the refusal to ratify the acts of management could violate the shareholders' duty of loyalty to their company and the limits of the discretion available to the Annual General Meeting could be exceeded.

A proven lack of success or a decline in the share price do not constitute a serious violation of the law or the Articles of Association. There is therefore no reason (as Glass Lewis, ISS and Ivox believe) to refuse or delay ratification.

However, it does constitute grounds to dismiss the Supervisory Board or individual members thereof.

We therefore submit a counterproposal that the actions of the Supervisory Board not be ratified, but that shareholders abstain from voting on the motion.

Shareholder Dachverband der Kritischen Aktionärinnen und Aktionäre, Köln re. Agenda Item 3

Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that ratification of the acts of management of the members of the Management Board be refused.

Reasons

At the Annual General Meeting on May 25, 2019, I will propose in relation to agenda item 3 that shareholders vote against ratifying the acts of management of the Management Board.

Financing environmentally unfriendly companies

Even as the effects of climate change begin to make themselves felt, with heat waves and summer droughts even here in Germany, Deutsche Bank is still lending billions to companies which continue to promote the use of fossil fuels. The study "Fossil Fuel Finance Report Card 2019", published in March by Banktrack, Rainforest Action Network, Oil Change International and other environmental organizations, lists Deutsche Bank as one of the leading funders of companies operating in extremely harmful sectors such as tar sand mining or oil and gas production in the Arctic. While coal-fired power plant financing declined, Deutsche Bank's funding of coal mining companies subject to scrutiny has even increased of late. Deutsche Bank also continues to finance some of the worst polluters – oil and gas companies with fracking operations and plans for new fossil fuel projects,

Even though it is clear that no new fossil fuel infrastructure building can be allowed if the climate goals of the Paris Accord are to be achieved.

Inadequate armaments policies

To this day, Deutsche Bank still has no comprehensive armaments policy that categorically excludes (corporate) financing for armaments suppliers in war and conflict zones. For example, in 2018, Deutsche Bank extended a new loan to British defense giant BAE Systems. Between 2009 and 2017, BAE Systems delivered 72 Eurofighters to Saudi Arabia that are now evidently being deployed in the war in Yemen, causing horrific suffering there. Contracts for another 48 fighter jets are already in the pipeline at BAE Systems. The UN has hailed the war in Yemen as one of the greatest humanitarian disasters in the world to date. According to the non-governmental organization Armed Conflict Location & Event Data Project (ACLED), the war in Yemen has already claimed more than 60,000 lives, more than 18,000 of those civilians. A large proportion died as a result of the approximately 20,000 air strikes carried out by the Saudi Arabian-led military coalition.

The latest loan granted to BAE Systems is sad proof of the fact that the armaments policies at Deutsche Bank are sorely in need of revision and expansion.
In addition, the new policy on controversial weapons introduced in May 2018, according to which business relations with nuclear weapons manufacturers should be avoided as far as possible, has thus far only been implemented half-heartedly, with business continuing to be conducted with conglomerates such as Boeing and Airbus despite the fact that they are heavily involved in the manufacture and modernization of nuclear weapons.

Business relations with Donald Trump

For many years, Deutsche Bank was one of the few banks still doing business with Donald Trump. Now US investigators and congress are compelling Deutsche Bank to release controversial documents about business transactions with the U.S. President over the years.

Despite clear warning signs, Deutsche Bank has remained loyal to Trump over the years. According to The New York Times, in 2003 it sold its client a bond for his casinos, which Trump defaulted on just a year later. Despite this, in 2005 the investment bankers lent him more than USD 500 million for a new skyscraper in Chicago. When mired in financial difficulties as a result of the financial crisis, Trump defaulted on this loan too, and even sued Deutsche Bank in 2008. After the Bank's Investment department had severed all ties with Trump, Asset Management stepped in. With sights set on expansion, Asset Management was looking for high-net-worth clients like Trump. They even granted him new loans to pay off the existing debts he owed to the investment bankers.