Deutsche Bank

General Meeting 2018

Extension of the Agenda and Comments by Management

Announcement

After convening our Ordinary General Meeting for Thursday, May 24, 2018, in Frankfurt am Main (publication in the Bundesanzeiger on April 4, 2018), Riebeck-Brauerei von 1862 Aktiengesellschaft, Wuppertal, represented by BayerLaw Rechtsanwaltsgesellschaft mbH, Frankfurt am Main, requested in accordance with § 122 (2) and § 124 (1) Stock Corporation Act, that the Agenda of the General Meeting be extended by additional Items and that this Extension of the Agenda be announced without delay.

The following Items are therefore added to the Agenda:

Agenda Item 10: Preparation of the spin-off of the business divisions Private & Business Clients, DWS and Deutsche Bank Securities, Inc., Deutsche Bank New York Branch (together "U.S. Business without Global Transaction Banking") as well as preparation of the merger with one or several Wealth Manager(s) with a focus on Europe/Asia (overall "Eurasia IB/Wealth Management Restructuring").

The shareholder Riebeck-Brauerei von 1862 AG, Cologne, (hereinafter: "Riebeck-Brauerei") proposes that the following resolution be approved:

> "The Management Board is instructed to prepare as soon as possible, at the latest by the next Ordinary General Meeting, draft agreements and corresponding reports for the following spin-offs and merger(s) and to submit these to the General Meeting for resolution:

- Spin-off of the Private & Business Clients business division (without Wealth Management) for a merger into a third entity selected in accordance with the Management Board's duties;
- Spin-off of the remaining business division DWS Group GmbH and Co. KGaA (both the shares in the general partner company as well as the limited partner shares) for a merger into a third entity selected in accordance with the Management Board's duties;
- Spin-off of the business division U.S. Business without Global Transaction Banking for a merger into a third entity selected in accordance with the Management Board's duties;
- Merger into Deutsche Bank of one or several Wealth Manager(s), operating primarily with a focus on Europe and Asia, of a quality and (overall) scale similar to that of Julius Bär Group AG, Switzerland, selected in accordance with the Management Board's duties.

The Management Board is authorized to carry out the spin-offs and merger(s) fully or partially (a) based on legal or regulatory reasons and/or (b) to optimize the shareholders' Total Shareholder Return in another manner (assignment of individual company ownership, cash consideration, involvement of a subsidiary), if based on a business judgement decision the financial objective underlying the General Meeting's instructions for the Eurasia IB/Wealth Management Restructuring can only be achieved in this manner or at significantly more favorable terms for the shareholders.

The Management Board is instructed to report to the shareholders on the progress of the Eurasia IB/Wealth Management Restructuring together with the quarterly reports in a written interim report.

Agenda Item 11: Removal from office of the Supervisory Board member Dr. Paul Achleitner

The shareholder Riebeck-Brauerei proposes the following resolution:

> "The Supervisory Board member Dr. Paul Achleitner is removed from office."

Reasons for the Agenda Items 10 and 11:

The resolutions proposed by Riebeck-Brauerei under Agenda Items 10 and 11 have one common background concisely summarized by the analysts at Alphavalue as follows:

> "Deutsche Bank has been restructuring since 2012 and has caused a net attributable loss in the share price of 9.5 billion euros between 2015 and 2017, despite the economic growth in its domestic market, Germany, over the same period. This is ridiculous. The lender has a problem of revenues and costs as a result of its focus on global investment banking. But this is nothing new, since it has been going on since 2012. […] It is clear that Deutsche needs a new convincing strategy, the cultural change which was promised and a different Management Board and Supervisory Board."
> Source: Alphavalue Independent Research, 2018

Mr. Cryan's replacement, which was carried out through a very unprofessional process led by Dr. Achleitner, is the low point of the Supervisory Board Chairman's performance of his office to date. The appointment of the newest CEO team represents an unprecedented unilateral action of a Supervisory Board Chairman, driven solely by self-preservation, in a miserably failed attempt to cover up for being professionally out of his depth and what is now a failed "friends and family" line-up on the Management Board and Supervisory Board and to distract from his extensive strategy deficiencies and lack of leadership skills in substantial areas.

Dr. Achleitner appears to be the only one who continues to believe that the bank does not have a "strategy problem but only an implementation problem" that is to be resolved merely through a change in staff. The market and analysts' reaction to this last change in staff impressively shows that this is not the case.

The decline of Deutsche Bank is inseparably linked to the person of Dr. Achleitner. Since he took office in 2012, there have now been three changes in the chair of the Management Board and four changes in Deutsche Bank's strategy, which he co-initiated or in any event joined in supporting and which ultimately have only two things in common: The objective of all of these changes in strategy – despite the poor starting position and fundamental changes in the investment banking market environment – was the unjustifiable, emotionally distorted and backward-looking vision of maintaining global investment banking as the core corporate strategy. And: None of these changes in strategy came even close to the improvements in results repeatedly promised each time by management and/or will lead to such by 2020 – this was and is financially impossible and Mr. Sewing will also not be able to be successful in this – in any event not under this Supervisory Board Chairman.

For shareholders, it is now urgently imperative to intervene in this precarious situation for the bank. Under Dr. Achleitner's leadership, due to incorrect decisions on strategy and cowardice to carry out fundamental recalibrations and changes in strategy, despite the obvious changes in the other direction in market structures, Deutsche Bank has been severely damaged, soon beyond repair (see below). It is not enough to paste a different colored band-aid on the open wounds every few months, until it has to be changed under the opportunistic leadership of Dr. Achleitner. Without immediate, deep-rooted strategic and personnel countermeasures by the shareholders, Deutsche Bank will increasingly cannibalize itself over the years to come, at the expense of shareholders, until there is nothing left for shareholders (see below).

For a recovery of the bank, Riebeck-Brauerei believes three steps are necessary and are to be carried out in this order:

- Dr. Achleitner is to be replaced immediately as Supervisory Board Chairman by a recovery expert;
- The Management Board is to launch the changes in the business model proposed here or by the recovery expert;
- Then, and not until then, the recovery expert is to make sure that highly qualified personnel is recruited at the Management Board and Supervisory Board level who will lead the restructured Deutsche Bank in the future.

Believing that a replacement of only the Management Board Chairman while Dr. Achleitner continues to hold office would be enough to make Deutsche Bank competitive again clearly misses the point. Trying to do the same thing over and over again, like Dr. Achleitner, and expecting different results, cannot be effective.

Riebeck-Brauerei decided to entrust the discussion of and voting on the bank's future strategy, as well as the personnel decisions necessary for this, to the forum where they belong. Every shareholder is thus offered the possibility, through their votes, to contribute to setting the bank's future strategy and staffing. Shareholders and in particular institutional investors who do not make use of this possibility and who continue to extend their trust to the management will be responsible for the continued decline of the bank and their asset investment.

The resolution proposal "Eurasia IB/Wealth Management Restructuring" aims financially to limit the bank's investment banking regionally and product-specialized to the markets in Europe and Asia (including the Middle East) in which Deutsche Bank's investment banking – unlike in the USA (see below) – is still viable and expandable; while Wealth Management is to be expanded in Europe and Asia. To release the equity capital resources necessary for this transformation, the (a) U.S. investment banking (possibly with the exception of small supporting functions for Eurasia), (b) the domestic business in the USA except for Global Transaction Bank (key words: "Trump/Kushner Personal Loans", New York commercial real estate loans), and (c) the entire retail banking business as well as the remaining shares in DWS are to be disposed of.

Instead of preserving "Global Investment Banking" including the USA under the current bank strategy, a downsized investment banking business of Deutsche Bank in Europe and Asia is still recoverable and can be competitive with increased capital allocations, as a regional and product-specialized market participant; concurrently, a much higher return on (tangible) equity would be possible and the volatility of the remaining investment banking business would be mitigated by a greater mass in wealth management and a sale of the low-margin retail banking business as well as the much-too-small DWS business division compared internationally.

As strategy-related resolution proposals, these are resolutions with instructions requiring the Management Board to prepare the relevant actions, without the General Meeting already actually issuing a decision now on a definitive performance of such actions. The shareholders can thereby move the Management Board and Supervisory Board to carry out an emotionless analysis of the unsustainable actual state and to develop a financially sustainable strategy for the bank's future beyond "Strategy 2020 I-III".

Riebeck-Brauerei does not believe Dr. Achleitner is still capable of either of these; thus the resolution proposal to vote him out of office.

1. Deutsche Bank's status quo after six years of Dr. Achleitner – run down and damaged beyond repair (as of the end of March 2018)

The financial development of both the bank and its share price during Dr. Achleitner's term of office has been disastrous – and become even worse since Mr. Cryan, who he selected, took office in the summer of 2015. This is apparent from both the key figures and non-financial factors.

Development of key figures and market value

The bank's development since Dr. Achleitner took office has been in only one direction – that is downwards:

Key figure	2012	2017/18
Market capitalization[1]	EUR 30.6 billion	around EUR 23 billion
Price/book value	around 0.56	around 0.37
Loss of an investment in shares		
Since June 1, 2012		>50%
Annualized		>10% p.a.
Since the beginning of the year		approx. 30%
Ranking among major banks (market cap.)	36	70-80
Ranking among global investment banks	2	6
Revenues	EUR 33.7 billion	EUR 26.4 billion
Non-interest expenses	EUR 25.1 billion	EUR 24.6 billion

[1] Including cash capital increases 2013/2014/2017 amounting to EUR 19.5 billion.

Decisive key performance indicators showed declines of between 40% and 50% during Dr. Achleitner's term of office. To be noted here is that during this time shareholders paid around EUR 20 billion in cash into the bank – which essentially disappeared into investment banking.

The performance of the Deutsche Bank share since 2012 is severely below every conceivable benchmark index. Deutsche Bank has been the worst performer among all major European banks over the last 12 months. The share lost 30% both over the span of one year and during the first three months of 2018 alone.

This development has very little to do with low interest rates and an allegedly "challenging market environment" in investment banking, which affects all competitors equally.

The reason for this development is instead that shareholders have been led to believe, based on a fundamentally incorrect corporate strategy, in unrealistic earnings and cost targets for years, which the bank could not even begin to achieve. Under the leadership of Dr. Achleitner, the bank has thus in the meantime squandered any credibility placed in it by the capital markets, analysts and shareholders.

Taking stock: Four changes in strategy since 2012 – a lot of promises, none kept

There were four changes in strategy under three Management Board Chairmen (Jain, Fitschen, Cryan) in a little more than four years, which Dr. Achleitner co-initiated or supported, in each case accompanied by grandiose promises of the increases in profitability and reductions in costs that were to be achieved. And then there were several changes in the investment banking strategy, some of them in opposite directions. Although the earnings announcements were by no means ambitious for a bank with Deutsche Bank's risk profile and the earnings targets were adjusted again and again downwards while being postponed further and further in time, Deutsche Bank, after six years of Dr. Achleitner in office, is financially "light years" away from coming even close to achieving the targets it set for itself. The following table illustrates this:

Deutsche Bank's strategies – claim and reality under Dr. Achleitner

Promised:	Strategy 2015+ (2012)	Strategy 2020 I (April 2015)	Strategy 2020 II (Oct. 2015) (Cryan)	Strategy 2020 III (March 2017)	2017 actual
Business model	Leading global universal bank	Leading global universal bank based in Germany	Germany's leading bank with a strong position in Europe and a significant presence in the Americas and Asia	Strong position in our home market, global presence in Commercial and Investment Banking as well as Wealth and Asset Management	Dramatic drops in revenues, failed sales or sales at a loss
Cost-income ratio	Under 65% by 2015(1)	Under 65% by 2018	70% 2018 65% 2020	No longer specified as a target	121% (adjusted 89%)
Return on Equity (RoE)	(post tax) Above 12% RoE by 2015	RoTE(2) approx.10% RoTE by 2018	(post tax) RoTE above 10% by end of 2018	RoTE of approx. 10% *"under normal market conditions"*	minus 0.9%
Adjusted costs			Below EUR 22 billion 2018	EUR 22 billion (2018); approx. EUR 21 billion (2021)	EUR 23 billion, also for 2018
Other information			Sale of Postbank Separation of investment banking	Reintegration of Postbank Recombination of CIB Partial IPO of DWS Appointment of Co-CEOs	Losses in market share since 2014/15 FICC: minus 25% Equities: minus 50% Management crisis, unprofessional external image of management bodies, Changes in management New strategy: Hiring of senior investment bankers with guaranteed bonuses Hiring of novice staff in the USA

(1) In 2014 targets were already postponed to end of 2016, then in 2015 to 2020; (2) Changed to Return on Tangible Equity (RoTE), equivalent to approx. 8% RoE. Source: db.com

With a target RoTE of above 10% and a target cost-income ratio (CIR) of below 65%, the following was actually achieved by the bank, despite all of the accounting adjustments, during Dr. Achleitner's term of office:

	RoTE	CIR
2012	0.68%	92.5%
2013	1.69%	89.0%
2014	3.37%	86.7%
2015	-11.93%	115.3%
2016	-2.93%	98.1%
2017	-0.9%	121.0%
2018E	1.6-4.0%	84-90.5%

The results actually achieved in core business (not including the litigation and restructuring costs) compared to the returns and costs promised under Strategy 2015+ and/or 2020 I-III are so entirely out of reach, and will continue to be so according to the (probably still too optimistic) consensus estimates of analysts, that Dr. Achleitner's strategy must be seen as having clearly failed.

Following the public outcry, the Management Board waived its bonuses for 2017. This raises the question of in what kind of bonus system can a management board even have a bonus claim to waive when all cost and income targets have been most clearly and consistently missed.

Non-financial factors: always on the losing side

Also when looking at the non-financial factors, Deutsche Bank is in a catastrophic state after six years of Dr. Achleitner. The renowned analyst Stuart Graham from Autonomous Research concisely summarized it in his study published at the end of 2017 "Deutsche Bank – Beyond Repair" as follows:

> "When we consider the basics of what makes a bank a winner – trust (or brand), balancesheet muscle, technology and its people – Deutsche looks to be in very bad shape. In such situations it is unavoidable that a few investors begin to question whether the bank has the right leadership. From our perspective, Mr. Cryan has made a few mistakes. But we find it odd that recent press attention focuses on his role, while the Supervisory Board Chairman, Mr. Achleitner, seems to get a free pass (he was reelected Chairman with 93.5% of the votes cast at the last AGM). Ultimately, Mr. Achleitner has been Chairman of the Supervisory Board since 2012 whereas Mr. Cryan only became Management Board Chairman in summer 2015."

Brand

The value of the Deutsche Bank brand during Dr. Achleitner's term of office fell dramatically between 2012 and 2017. In the rankings of the most valuable bank brands, Deutsche Bank fell between 2012 and 2017 from 14th place to 54th place, behind Banco do Brasil. In the ranking of the world's 500 most valuable brands, Deutsche Bank now only comes in 336th place, close behind Chow Tai Fook, but only just before Kohl's and Gazprom (source: Brandfinance). In the USA the brand has been burned not only because of the various scandals but also the bank's links to Donald Trump, Russian money laundering and breaches of sanctions.

In Germany, Deutsche Bank lost its standing long ago. Following the most recent management crises triggered by Dr. Achleitner and scandals over the last few months relating to business expenses, litigation and bonuses, public opinion has ranged between voyeurism, pity and ridicule.

Supervisory board members from Germany's major industrials can apparently no longer be recruited under the chairing by Dr. Achleitner. Supporters from German industry have fallen silent.

Technology

During Dr. Achleitner's term of office, Deutsche Bank has fallen behind its competitors in the U.S. when it comes to technology and can no longer catch up. JP Morgan, which Deutsche Bank competes with in areas dominated by electronic trading, has spent nearly twice as much as Deutsche Bank for information technology (IT) since the financial crisis, without expending even close to the same percentage of its revenues on IT. The same applies to other U.S. and European competitors. The losses in market share in electronic trading are the result (Fig. 1).

In addition, Deutsche Bank no longer amortizes internally generated software over a usage period of 3 years, but with a usage period of 5-10 years. This, together with a "freelance" workforce of thousands of IT specialists with day rates of several hundred euros, in order to artificially avoid an increase in the number of staff, means that there is a hidden time bomb of overvalued internally generated software on the books that will not really visibly impact profits until years later.

Deutsche Bank's declining market share in electronic trading (Fig. 1)

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Human Resources

Under Dr. Achleitner, employee motivation has fallen to the lowest level since surveys have been conducted (see Fig. 2). Four changes in strategy and a "revolving door strategy" (Capital), in which practically every business division has been up for disposal during his term of office and thus was not developed further, has led to the result that under 60% of the employees see their future over the medium term with Deutsche Bank. The best employees in investment banking leave to join competitors. They have to be replaced by new hires who are relatively expensive, based on the results delivered, and at best mediocre, with guaranteed bonuses; this in turn tends to demotivate the remaining employees with variable compensation. The business expense scandal in the London investment bank is a clear expression not only of a lack of controlling, but also in particular for the lack of loyalty felt by employees towards the bank. The same applies to leaks to the press of comments by Management Board member Hammonds as well as an employee's call for her to resign at a bank-internal Senior Management Conference. These are motivation-related signs of dissolution, which Dr. Achleitner is directly responsible for through a strategy that employees cannot execute and the changing composition of the Management Board over the last few years.

The reshuffle on the Management Board did not change anything.

- Mr. Sewing was branded by Dr. Achleitner's unprofessional unilateral action right from the start as the "last" and "only" choice; the continuation of having two Deputy Co-CEOs, which had already made Mr. Cryan a "lame duck" says externally that the Supervisory Board does not trust Mr. Sewing can manage the bank on his own;
- The reshuffle on the Supervisory Board, in particular with Mr. Thain, as well as the promotion of Garth Ritchie, who is apparently willing to move on and decisively bears co-responsibility for the EUR 1.4 billion bonus payment to the investment bankers, counteracts from the outset any guidelines from Mr. Sewing to downsize investment banking, in particular in the USA; and
- Already Mr. Sewing's first letter to employees could lead to expectations that employees will now only be turned off, while shaking their heads: They are now no longer to consider themselves "start-up" entrepreneurs, but "hunters"; they are to fight for clients, while at the same time de facto cuts and job losses are announced and the new beginning on the costs side is that Mr. Sewing does not want to exceed the cost target raised by a billion for 2018. Strategy, vision – entirely missing.

Only 58% of the employees see their future with Deutsche Bank (Fig. 2)

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Capital

Deutsche Bank acquired its market position in global investment banking before the financial crisis through excessive leverage and an extremely high level of risk (see Fig. 3), in that it took immense derivatives and proprietary trading risk positions onto its own balance sheet to be able to hold them over the long term and sell them afterwards at a profit. Many of these positions landed in the work-out unit.

During Dr. Achleitner's term of office there was a lack of a prompt response to changed market conditions and capital regulations in investment banking. The result is a deadly downward spiral. Despite the various changes in strategy, as investment banking does not generate enough profit on risk-weighted assets (Fig. 4) to earn what are now the higher costs of capital, the risk-weighted assets have to increase. This can only be financed by selling other assets, which has taken place over the past few years. During Dr. Achleitner's term of office, the ratio of risk-weighted assets to total assets (Fig. 5) rose, which means that increasingly more risk is therefore taken on for increasingly less profit, while the lower profitability again increasingly leads to further sales of total assets, leading to even higher risk and even less profit, etc. This is not sustainable, and the European Central Bank should also prevent Postbank client deposits from Germany's lower middle class from being released to underwrite the bank's risky transactions in the USA. In short: Due to a lack of balance sheet strength, Deutsche Bank can no longer "acquire" market shares in investment banking through excessive leverage, like it did before the financial crisis.

Deutsche Bank's pre-financial-crisis market share acquired through a high leverage ratio (leverage of Deutsche Bank/JP Morgan) (Fig. 3)

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Profit on risk-weighted assets falls dramatically (Fig. 4)

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Ratio of risk-weighted assets to total assets increases (Fig. 5)

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2. Fallen behind other global investment banks and no longer able to catch up

When Dr. Achleitner first took office, Deutsche Bank was still the world's second largest investment bank with leading market positions among the top 3 (together with Citigroup, BoA and Goldman Sachs) in many areas and regions (Fig. 6).

Coalition Global League Table Investment Banking 2013 (Fig. 6)

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This market position has been lost and can no longer be regained (Fig. 7). Deutsche Bank is no longer a worldwide tier 1 investment bank, but – depending on whether JP Morgan is considered the only tier 1 investment bank – now only a tier 3 or tier 4 global investment bank.

Coalition Global Investment Bank League Table 1H17 (Fig. 7)

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Attempting to recoup losses in market share and margins in global investment banking does not hold any prospects of success for Deutsche Bank.

The global investment banking market has been shrinking severely for investment banks since the financial crisis (see Fig. 8). Overall, there is less trading, for example due to the significantly increased market share of ETFs or the ECB's asset purchase program. Additionally, margins are collapsing: There are many structural reasons for this, for example, the transition to electronic trading platforms, proprietary market platforms of institutional investors, fintechs entering the market, cost-side squeeze-out competition between banks and higher costs of capital and regulations that no longer allow the previously profitable proprietary trading business with large blocks of securities at high margins and now merely fees in the per mill range for the intermediating of securities trading orders.

Global investment banks – clean investment bank revenues 1999-2018E (USD billion) (Fig. 8)

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This affects in particular trading in fixed income, currencies and commodities and thus the "flagship" discipline of Deutsche Bank (see Fig. 9). Furthermore, there are the bank's own internal problems due to the "near death experience" in 2016. The competitors turned the Achleitner/Jain-Strategy 2015+, which was established in the hopes of a market recovery and less strict regulation with the aim of gaining market shares from other investment banks, against Deutsche Bank and used the bank's weaknesses to poach customers and employees and thus to take market share away from Deutsche Bank.

These customers are also not coming back – contrary to the hopes of Dr. Achleitner – even if Deutsche Bank offers them even lower costs than the competition. Deutsche Bank can no longer earn any money with these customers.

Industry-wide Fixed Income, Currencies and Commodities revenues of investment banks have fallen by more than 30% since 2012 (Fig. 9)

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From the start, Deutsche Bank was more poorly prepared than its peers for the market changes since the financial crisis. Dr. Achleitner and every Management Board since 2012, at the latest, should have decisively reacted after it had become clear that global investment banking was not merely in a cyclical slump but was structurally shrinking and that Deutsche Bank's previous capital-intensive business model was no longer sustainable from a regulatory perspective.

- The success of Deutsche Bank's business model before the financial crisis (and until 2009) was driven by derivatives and based on taking large risk positions in bonds and equities on margin onto a balance sheet with a high degree of leverage. This business model is no longer sustainable under the new banking law regulations. In contrast, Deutsche Bank was never exceptionally strong in the traditional flow business, i.e. the intermediation of stocks and bonds.

- Despite its enormous size, Deutsche Bank's investment banking was organized like a garage-based hedge fund. Neither Compliance nor IT was expanded since the mid-1990s to keep pace with growth, the cost problems were continuously concealed by third-party financed increases in proceeds (and further risk), and earnings were always generously paid out instead of being invested in future developments. This is the legacy of Mr. Ackermann, but it was never seriously addressed under Dr. Achleitner.

  The results are reflected in the fines in the billions, the necessity to expand expensive Compliance departments as well as the outdated and per se incompatible IT. All these things now have to be updated, and namely versus competitors that have already been doing so intently since 2010 at the latest and with a clearly higher allocation of capital, and namely without Deutsche Bank having the capital necessary for this at its disposal.

- This is because Deutsche Bank's biggest problem is that it has to hold its own against competitors which were and are able to finance the necessary adjustments in investment banking from other steady revenue sources. JP Morgan has a gigantic worldwide commercial banking business that financed the restructuring of investment banking. Citigroup takes in billions from its global transaction banking. Barclays finances the restructuring from its large retail banking and credit card business, Credit Suisse from its asset management business, and BNP Paribas from its retail banking business. In contrast, the investment banking business that is to be restructured at Deutsche Bank is the largest business division accounting for 50-60% of the earnings and has to finance its own restructuring.

- This leads to the paradox of Strategies 2015+ and 2020 I-III: Deutsche Bank's investment banking is supposed to simultaneously shrink, gain market share and generate profits in an overall shrinking and highly competitive market. At the same time – while competing against competitors that have a stronger capital position and have been restructuring for a much longer time – the bank is supposed to (a) finance its own structural transformation and the expansion of the necessary infrastructure, (b) cut costs, (c) protect and even gain market share and (d) deliver high profits. Seen as an image, Global Investment Banking is supposed to pull itself out of the swamp, with its hands tied behind its back from a regulatory and capital perspective and competitors pulling with all their might on its feet. This did not and cannot function.

Dr. Achleitner and every Management Board member must have realized this. The solution would have been to concentrate Deutsche Bank's investment banking already back in 2012 as a regional player on certain markets and/or as a specialist in certain product areas in which Deutsche Bank was leading and in which it can also be a leader in the future with its restricted financial possibilities.

Instead, the global positioning was basically maintained with a focus on the USA and the full-range of investment banking services, although at times investment bankers were hired in some areas, then thousands were dismissed again, then hired again (and will be dismissed again in some cases). The trading area in Corporate Banking was separated, then combined again, reportedly because it was noticed only later that this led to overlaps in coverage and multiple client contacts. Market making in single-name CDSs was discontinued but is now being established again. Business with hedge funds was supposed to be exited, then it was continued. In 2017, dozens of senior managers were hired in investment banking with guaranteed bonuses and bonuses of EUR 1.4 billion were paid, while only shortly afterwards "Project Colombo" is to examine deep cuts in these areas. The bank intends to focus on "client-side investment banking", while at the same time two specialists in corporate finance, Mr. Cryan and Mr. Schenck, are leaving the bank and will be replaced with the trader Garth Ritchie. This will continue to spread the already scarce bank capital overall to practically all business divisions of the investment bank instead of focusing on strengthening viable areas.

The results of this aimlessly wandering corporate management are unrecoverable losses in market share in all areas, high staff fluctuation and collapsing revenues and margins in the entire Global Investment Banking, which can no longer be offset by cost savings.

This is because the costs of Deutsche Bank's investment banking unit are, based on the revenues, so far above those of competitors (Fig. 10) that any further massive cost savings measures will in turn have to lead to massive losses in market share – another deadly downward spiral.

This can be seen in all of the investment bank's trading areas but above all in those in the USA. The cost-income ratio, which should be no more than 85% for a sustainably profitable investment banking business with a corresponding market share and revenues, is clearly negative at Deutsche Bank (costs are higher than revenues) and is fully out of the competitors' range. According to analysts' estimates, even the Deutsche Bank revenues in investment banking in the boom year of 2006 would not be enough to be sufficiently profitable.

Operating costs/revenues of the FICC divisions of investment banks in EMEA, in USD, 2016/2017 (Fig. 10.1)

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Operating costs/revenues of the FICC divisions of investment banks in the USA, in USD, 2016/2017 (Fig. 10.2)

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Operating costs/revenues of the Equities divisions of investment banks in EMEA, in USD, 2016/2017 (Fig. 10.3)

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Operating costs/revenues of the Equities divisions of investment banks in the USA, in USD, 2016/2017 (Fig. 10.4)

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In an analysis published at the beginning of April 2018, the leading bank analyst Kian Abouhossein from JP Morgan comes to precisely this conclusion. The U.S. business (and above all the investment banking) of Deutsche Bank with 10,000 employees consumes around 20% of the equity capital on the bank balance sheet, but delivers a return on equity (RoE) contribution of merely 2% with costs of capital between 8-10%. Therefore, this burns shareholders' capital, and this for years.

Under Dr. Achleitner's leadership, based on an incorrect strategic approach, further billions in compensation, expenses and bonuses are pumped each year into the overall Global Investment Banking, with another approximated EUR 1.4 billion in "retention awards" for the 2017 financial year (and probably hundreds of millions for the back office and the necessary "monitors"). In this context, the bonus pool for investment banking is only the tip of the iceberg:

- Fixed salaries in investment banking rose considerable during Dr. Achleitner's term of office, most recently in 2016;
- A significant ratio of senior managers in investment banking receive guaranteed bonuses that do not appear in the bonus pool;
- Many older employees in investment banking have pension commitments in the millions based on the (increased) average fixed salaries of the last five years and are now, so to speak, biding their time until retirement at the age of 62.

In the years that Deutsche Bank still had good earnings, at least on the balance sheet, this compensation policy already led to the neglected actions and incorrect allocations described above. Since the financial crisis and in particular during Dr. Achleitner's term of office, this strategy led to a consumption of capital and reserves in the billions that was only sustainable because the bank's shareholders provided fresh capital of around EUR 20 billion based on repeatedly new promises that could not be kept.

It must now be obvious to every Deutsche Bank shareholder that the bank's problems are not due to the respective individual Management Board Chairman or to (lack of) execution dynamics, but to a lack of a sustainable strategy that, after it has been set, can be worked through as one by the Supervisory Board, the entire Management Board and the business division staff in a focused manner, without demanding the impossible or contradictory actions from them.

3. The proposed strategy alternative for the business model

A question of faith – the business model

Various alternatives to the bank's current business model have been and will be discussed: Closing/selling the investment bank, merger with Commerzbank, focusing only on investment banking. Riebeck-Brauerei examined some of these business models and rejected them as inexpedient before submitting the present proposal:

- A structure as a pure globally operating corporate/investment bank while maintaining in particular the U.S. business no longer appears to be sustainable due to the structural changes in the markets, the bank's capital weakness, and the worldwide losses the bank has suffered in market share. Even Goldman Sachs as leading example of such a structure diversified away from investment banking, and it did so although its market position is clearly stronger than Deutsche Bank's. Such a strategy would still have been conceivably possible – if launched by Jain/Fitschen – back in 2015, possibly with a transfer of the bank's registered headquarters to the USA for refinancing reasons. Today, it is no longer possible; any holding on to such strategy in light of the facts and figures presented above would be like chasing after a "Fata Morgana".

– Although, according to analysts, exiting investment banking would be possible without any major effects on the bank's market capitalization, what remains fully unclear is how such a "dwarfing" of the bank into a German savings bank (Sparkassen)-like residual business is to lead to earning sustainably attractive returns for shareholders, in particular with capital market-oriented firms. In addition, there would be years of restructuring measures and restructuring costs ranging in the billions leading to a focus on the German market, which really does not need a second Commerzbank.

– A merger with Commerzbank already appears questionable for regulatory reasons. No regulator will sign off on enlarging the world's riskiest bank without challenge. Any future synergies benefiting shareholders will only be achieved by making thousands of employees redundant, costing billions, and this by banks that have shown through their previous acquisitions that synergy targets are usually missed by a long shot. Also, it is questionable if an aggregated market share can actually be assumed if there is a merger of these banks or if there might be a risk of market share movements to third parties. Overall, this alternative appears significantly less attractive for shareholders than a sale of business units to (foreign) third parties.

Riebeck-Brauerei refrained this year from proposing a resolution pursuant to section 179(a) of the Stock Corporation Act (AktG) to instruct the Management Board to sell the bank's entire assets. Riebeck-Brauerei believes that there are still prospects of making Deutsche Bank profitable again in the long term upon a rapid change in strategy and in the person chairing the Supervisory Board.

However, the bank's market capitalization is now only around EUR 23 billion, and the share price trades around EUR 11.00. In contrast, the book value for shareholders' equity, according to the Annual Report 2017, is at around EUR 63 billion, or around EUR 30 per share.

Assuming a sale of the assets at an adjusted book value, this would result conservatively in approximately the following amounts (in EUR million):

Book value of shareholders' equity	EUR	63,000
- Loss on Level 3 assets (5x sensivity AR 2017)	EUR	- 5,000
- Additional Litigation costs	EUR	- 5,000
- Pensions, transaction costs, etc.	EUR	- 5,000
- Liquidation costs	EUR	- 5,000
Total sale proceeds	EUR	43,000
Per share	EUR	20.70

If the bank does not react promptly, shareholders will have to decide soon if a sale through liquidation of the business units is a better alternative to prevent further blood loss.

This having been presaged, Riebeck-Brauerei submits its resolution proposal for Agenda Item 10. This reflects strategic approaches the bank itself has already fragmentarily pursued or examined, but due to the influence of Dr. Achleitner not, unfortunately, with the conclusive rigor that would be necessary for a successful implementation.

Eurasia IB/Wealth Management Restructuring

Considered unemotionally, Deutsche Bank's U.S. investment banking business has been lost and is unrecoverable; there is no longer any "significant market presence". In the USA, Deutsche Bank now only ranks barely among the top 10 investment banks, market share has shrunk significantly (see Fig. 11), and client potential is limited to institutional investors. This is not in proportion to the compensation and expenses and allocated capital. At the end of 2016, Mr. Cryan considered exiting the U.S. business operating at high deficits in broad areas; instead, with Dr. Achleitner's approval, parts of the profitable DWS were placed underpriced on the market in order to waste more money in the USA.

Continuing to pursue this approach is irresponsible. The precarious state, in particular of the trading areas in the USA were shown in Figures 10.2 and 10.4. These areas have fallen behind the competition, cannot catch up and are no longer recoverable. Additionally, risks are mounting: With a continuously receding market share and thus market insights and a sinking level in quality of staff, the bank's risk of incorrectly valuing its own positions in trading rises – the reported 60-million loss in a single U.S. inflation-related trading position in the summer of 2017 is one example. If primarily novice staff are to be hired in the USA, who will need around 6 to 8 years, according to head hunters, until they are full-fledged members of staff, shareholders can expect an increase in errors, like the mistaken transfer of USD 6 billion to a hedge fund by a junior trader of the bank who mixed up net and gross figures, which already happened in 2015.

In contrast, Deutsche Bank's investment banking market position in Europe and Asia is significantly stronger (see Fig. 11), the cost-income ratio is less weak (albeit still worse than those of the competition) and Deutsche Bank's reputation, in particular in Asia, is not nearly as damaged as it is in the USA. Deutsche Bank's investment banking in Europe continues to be among the top 3; with the appropriate capital allocation, staff recruitment and product focus, it can become significantly more profitable. Although Deutsche Bank's investment banking in Asia has suffered somewhat over the past few years, and it lost the leading position it had in 2015, with the appropriate capital allocations and a suitable product focus, it could develop into a motor driving growth for the entire investment banking division, which even Bloomberg still attested at the end of February 2018. These regional areas of the investment bank therefore appear to be recoverable and – with the appropriate capital allocation – capable of competing and expanding. At the same time, the back office costs and complexity of surveillance would sink significantly.

Coalition Regional Investment Bank League Table 1H17 (Fig. 11)

In consultation with the requestor, Fig. 11 has not been reproduced for copyright reasons.

If investment banking in the USA is disposed of, it appears to make little sense to maintain commercial or private banking operations in the U.S. domestic market. Complying with U.S. regulations is expensive. Significant reputational and cluster risks were accepted in private banking and the financing of commercial real estate loans in New York.

Besides strengthening the Eurasian investment banking, Riebeck-Brauerei proposes strengthening the Eurasian wealth management business. The cost-income ratios in this segment are significantly lower (example: Julius Bär Group AG 69%), the profit margins are higher, due to the lower costs of capital, with much less volatility than in investment banking (example: Julius Bär Group AG, above 27%). In particular in Asia and the Middle East, Deutsche Bank still has the potential to compete with its brand name with the major Swiss and British banks, while the U.S. banks are still considered with suspicion there. For this, however, the proposed acquisitions are necessary to promptly increase market share significantly.

The proposed change in strategy requires significant allocations of capital to strengthen the areas remaining and to be expanded. Releases of the capital necessary for this can only be achieved through sale disposals. Even a closing/liquidation of the entire investment banking business would probably release around EUR 10 billion after deducting the costs of capital, based on estimates of analysts at Autonomous Research; even a full liquidation would probably not have any negative effects on the bank's market capitalization, due to the zero valuation of the investment banking business in the share price for the time being.

A closing/liquidation of the U.S. investment banking business and the U.S. domestic banking business would be even more favorable, as many assets and staff members could stay in the remaining investment banking business. Furthermore, it is highly probable that large portions of the U.S. banking business and/or its assets could be sold to competitors or could be taken over by senior managers in U.S. investment banking business by way of a management buyout in the form of a fund.

In the global competitive market for asset managers, DWS is much too small, and its costs structure is much too high, compared to its competitors. The prospects for growth are severely limited due to lack of capital accretion through the IPO and the intended payout ratio. DWS should be sold to a(n international) competitor at a control premium for its leading market position in Germany.

The same applies to the retail banking business PBC (excluding Wealth Management). While Postbank was and is unsellable at its HGB book value, Deutsche Bank's retail banking and SME business in its entirety is interesting, not only for German competitors but also for international competitors, in order to establish or expand market share in Germany. These competitors are more likely to be considered able to restructure the retail banking business so that it earns comfortable margins in the future.

After completion of the Eurasia IB/Wealth Management Restructuring, Deutsche Bank would be positioned as follows: Broad-based commercial and transaction banking for capital market-oriented companies in Germany, Europe and Asia, a corresponding investment banking business that is regionally focused and specialized in Deutsche Bank's product strengths, backed by significantly higher capital allocations to (re-)gain market shares, and a significantly stronger wealth management focusing on Europe and Asia, i.e. in markets where the bank's reputation has been significantly less damaged than in the USA.

4. Removal from office of Dr. Achleitner from the Supervisory Board

Dr. Achleitner contributed very significantly to Deutsche Bank's precarious situation; he cannot be part of the reconstruction. For over six years, he has demonstrated that he is the wrong person in the wrong position. In times when the bank needed leading strategic decisions, Dr. Achleitner stands for a faint-hearted holding-on to a corporate strategy from the past which is doomed to fail and aligned solely to interests of self-preservation. There are – in addition to the problems inherited from the Ackermann era – six lost years of Dr. Achleitner's hesitation and procrastination that caused the present existentially threatened state of the bank.

Dr. Achleitner is directly responsible as the long-standing Supervisory Board Chairman for:

– A series of incorrect personnel decisions made at the Management Board and Supervisory Board level and that the bank has recently stumbled into a veritable and public management crisis;

– corporate strategies that were developed and continued to be pursued which evidently could not be successful;

– that the often proclaimed "cultural change" is actually only a "cultural scam" (FAZ). During Dr. Achleitner's term of office, accusations piled up against Deutsche Bank concerning protracting legal proceedings, trial fraud, documents, files, e-mails and entire e-mail accounts and telephone recordings that were deleted or withheld from prosecutors and other authorities and more like this; Supervisory Board members willing to clarify matters, e.g. Dr. Thoma, were "mobbed out";

– no management body of the last decade was held liable for the damages incurred by the company and shareholders in a meaningful way, nor for the culpable negligence identified by authorities to establish functional compliance, anti-money laundering and KYC systems (see the following proposal for special audits); and

– The bank and its management bodies in their recent external image have come close to the level of reality TV shows that are popular with less educated sections of the population.

A new beginning at Deutsche Bank has to be founded on the appointment of a new Supervisory Board Chairman so that Dr. Achleitner's own interests in continuing to hold office and his close relations with large shareholders do not burden the new Management Board Chairman in his decision making, in the same way they prevented Mr. Cryan right from the start from cracking down. This is the only way the necessary and painful decisions that are necessary for Deutsche Bank's recovery can be taken objectively.

Riebeck-Brauerei has refrained from nominating its own candidate to replace Dr. Achleitner, as the Supervisory Board's Nomination Committee has better access to the range of highly qualified candidates. From the perspective of Riebeck-Brauerei, a specialist experienced in restructuring, for example, of the caliber of a Mr. Brian Marsal (Alvarez & Marsal), Mr. Homer Parkhill (Rothschild) or Mr. Thane Carlston (Moelis & Company), is needed as the Chairman of the Supervisory Board, to initially accompany the strategic realignment of the bank objectively, to establish real cultural change at all levels also in terms of staff, to monitor implementation of the change in strategy and then to help fill the Management Board, Supervisory Board and senior management level with the appropriate high-caliber people.

Agenda Item 12: Removal from office of the Supervisory Board member Professor Dr. Stefan Simon

The shareholder Riebeck-Brauerei proposes the following resolution:

> "The Supervisory Board member Professor Dr. Stefan Simon is removed from office."

Reasons:

There are significant doubts on the part of Riebeck-Brauerei that the shareholders at the last General Meeting were given accurate information by Dr. Achleitner concerning the election proposal regarding Professor Simon, as there are inconsistencies concerning the selection, appointment and election of Professor Simon:

- At the General Meeting 2017, in response to questions from the shareholder representative Mr. Hirt (Hermes) as well as other shareholders about how a qualified selection process was ensured in particular also with regard to the candidates of the major shareholders for the Supervisory Board, Dr. Achleitner asserted that there was a "high-quality process also for these candidates, including the engagement of executive search firms and board consultants."

- According to the bank's statements in a court proceeding, the selection process for Professor Simon took place as follows:

  "Within the framework of the bank's standard procedure [regarding the allegedly ongoing search anyway for a successor to Dr. Thoma in spring 2016; Note of Riebeck-Brauerei], the Nomination Committee had a list of candidates compiled with the assistance of external advisors […]. Attorney Professor Dr. Simon was one of a small group of persons assessed as being professionally and personally suitable without restrictions […]. Therefore, he was on the list […]."[It is unclear whether he was put on the list by an external advisor; Note of Riebeck-Brauerei]

Afterwards, within the framework of a discussion with investors [fully independently of the allegedly ongoing search anyway for a successor to Dr. Thoma; Note of Riebeck-Brauerei], Sheikh Al-Thani was said to have addressed Dr. Achleitner with the question of whether the bank 'could envision considering one of the candidates designated by the major shareholders.' Dr. Achleitner allegedly agreed to this, subject to the process to be complied with.

Subsequently, according to the bank's statements, the following occurred: "Paramount and Supreme then concordantly [coincidentally; Note of Riebeck-Brauerei] proposed Professor Dr. Simon as a potential candidate for the Supervisory Board of the defendant. As Professor Dr. Simon was on the defendant's short list of candidates for Dr. Thoma's succession anyway [coincidentally; Note of Riebeck-Brauerei] and was [coincidentally; Note of Riebeck-Brauerei] on a list of candidates for the vacant position on the Supervisory Board, the Nomination Committee had no reservations about proposing him as candidate for [the court appointment to] the Supervisory Board."

This is implausible, because the Qatar advisor Faissola presented a completely different version: In the Wall Street Journal dated July 15, 2016, it was reported with regard to this process that a list from the bank with Supervisory Board candidates was available to the Qataris and that he, Faissola, selected Professor Simon as the only candidate he knew and proposed him to the Qataris for nomination.

- In the bank's media release on July 15, 2016, regarding the application for the appointment of Professor Simon in accordance with the joint wish of Paramount and Supreme, the capital market was informed by Deutsche Bank in a price-relevant way on the basis of a letter from Paramount and Supreme that Paramount and Supreme had increased their respective holdings in Deutsche Bank to just under five percent each. Then, a few weeks later, bank representatives asserted to the Register Court on the basis of the same letter – without, according to the bank, having obtained any further information from the Qatari ruling family – that Paramount and Supreme each only had a shareholding of roughly 4%. At the last General Meeting, in fact, it was then said to be only slightly over 7%, allegedly spread over five different shareholder numbers.

- Professor Simon's place of residence and habitual residence is concealed by him/the bank. In the election proposal to the General Meeting 2017, it was stated that he was self-employed with his own law firm, Simon GmbH, in Cologne. Simon GmbH was founded in Freienbach, Canton of Schwyz, at the beginning of 2017. Professor Simon also had himself released at this time from his residency requirement as attorney at law in Cologne. In response to related questions at the General Meeting 2017, Dr. Achleitner answered that Professor Simon moved to Zurich to join his partner in spring 2017. This is also the place of residence shown for Professor Simon on Deutsche Bank's homepage since the end of May 2017. In contrast, Riebeck-Brauerei is in possession of qualified information from the local residents' registration office in Cologne, according to which Professor Simon did not move from Cologne to Switzerland until June 30, 2017, and namely not to Zurich but allegedly to the same mailbox address in Freienbach/Schwyz, at which both his Swiss companies are also domiciled.

- At the General Meeting 2017, Dr. Achleitner stated that Professor Simon could in particular also cover the "German Commercial Code (HGB) topics" on the Supervisory Board. However, his selection profile does not specify any qualifications in (bank) accounting according to HGB.

Assurances were made by Dr. Achleitner to the shareholder Hermes Focus Fund and other shareholders at the General Meeting 2017, in response to an explicit question about the selection process with regard to the suitability of, in particular, the major shareholders' candidates, that a highly professional selection process took place, assisted by executive search firms. According to statements made by the bank in the meantime, Dr. Achleitner's statement did not relate in any case to the HNA representative Mr. Schütz (Manager Magazin). This candidate was confirmed by the Nomination Committee within a very short period after a telephone conversation with Dr. Achleitner, without the engagement of executive search firms and obviously without any background check.

Against the background of this circumstance concerning Mr. Schütz and in light of the inconsistencies with Professor Simon, Riebeck-Brauerei doubts that there was a professional selection process for him as well. In light of the aforementioned, Riebeck-Brauerei believes it is not to be ruled out that a professional selection process for Professor Simon was either only simulated or else managed in such a way that the Qataris could safely choose their preferred candidate from a list. Against the background that Professor Simon is now, according to Dr. Achleitner's visions, even also to take over the chair of the Integrity Committee, Riebeck-Brauerei therefore proposes that, for the protection of the bank, Professor Simon be removed from office. The Local Court (AG) Frankfurt am Main should appoint a suitable, independent candidate.

Agenda Item 13: Resolution on the appointment of a special auditor to audit the conduct of the Management Board and Supervisory Board in connection with the misleading of the FCA

Riebeck-Brauerei proposes the following resolution:

"Pursuant to § 142 (1) Stock Corporation Act, a special auditor is appointed to audit the question regarding what conduct during the period from February 4, 2011, to May 31, 2014, (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, led to the result that the Financial Conduct Authority ('FCA') in its Final Notice, Reference Number: 150018, dated April 23, 2015, imposed a penalty of GBP 100.8 million on Deutsche Bank due to breach of Principle 11 of the Authority's Principles for Businesses.

The special audit is to audit the following in this context:

1. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, led to the result that the FCA in its Final Notice, Reference Number: 150018, dated April 23, 2015, issued the findings in Number 4.81. to Number 4.96. as 'Failure to provide information and providing inaccurate and misleading statements to the Authority'? To be audited, in particular, in this context is the involvement of members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, in the failure to provide the information required ('Report' and 'Other Material' within the meaning of the FCA's Final Notice that the BaFin had provided to Deutsche Bank in August 2013 in connection with the 'IBOR misconduct') and in providing misleading statements to the FCA.
2. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, led to the result that the Financial Conduct Authority (FCA) in its Final Notice, Reference Number: 150018, dated April 23, 2015, issued the findings in Number 4.97. to Number 4.108. as 'False attestation to the Authority'? To be audited, in particular, in this context is the involvement of members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, in the submission that took place on March 18, 2011, to the FCA of inaccurate, misleading and false information.
3. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, led to the result that the Financial Conduct Authority (FCA) in its Final Notice, Reference Number: 150018, dated April 23, 2015, issued the findings in Number 4.109. to Number 4.421. as 'Failures during the course of the Authority's investigation'? To be audited, in particular, in this context is the involvement of members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, in the destruction that took place in July 2012 of 482 recordings of telephone discussions.
4. Were the members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, involved in the developments (action and/or omission) that the FCA specified in its Final Notice, Reference Number: 150018, dated April 23, 2015, as:
   - 'Failure to give accurate information to the Authority regarding audio recordings';
   - 'Failure to produce documents in an appropriate timeframe';
   - Destruction of documents despite the FCA's preservation notice ('Destruction of documents subject to the Authority's preservation notice').

5. When and in what form were the members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, informed bank-internally that the non-submission of the Report and Other Materials within the meaning of the FCA's Final Notice, Reference Number: 150018, dated April 23, 2015, would likely be considered a breach of Principle 11 of the Authority's Principles for Businesses, and how did they react to this?
6. When and in what form did the members of the Management Board incumbent during the period from February 4, 2011, to May 31, 2014, control which employees and/or exert an influence on which information and/or documents are provided to the FCA?
7. When and in what form during the period from February 4, 2011, to May 31, 2014, did incumbent members of the Management Board control which employees and/or exert an influence, issue or provide what information and/or documents to the FCA?

Riebeck-Brauerei proposes that

Mr. Mark Ballamy BA FCA MAE ACIArb CFE
c/o Ballamy LLP Forensic Accountants
85 Gresham Street
London
EC2V 7NQ
United Kingdom

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Mark Ballamy cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Dieter Bruckhaus
Am Markt 1
66125 Saarbrücken

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Dieter Bruchkaus cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Gero Hübenthal
c/o Hübenthal & Partner mbB
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft
Hastener Str. 11
42855 Remscheid

shall be appointed as Special Auditor.

The Special Auditor can draw on the assistance of professionally qualified persons, in particular persons with knowledge of bookkeeping, accounting, equities and tax law and/or persons with knowledge of the company's sector.

Reasons:

Past conduct has shown that the Management Board and Supervisory Board are not willing to pursue the clear and documented misconduct that led to damages of GBP 100.8 million and to instruct an independent special audit to audit claims to compensation for damages. They are apparently not interested in having the "serious errors" of the past, which the Chairman of the Management Board admitted to Deutsche Bank's clients in a letter from February 2017, objectively addressed by a special auditor, in order subsequently to assert claims to compensation for damages against the responsible persons on the Management Board and Supervisory Board. This is although Deutsche Bank paid several billion U.S. dollars in total penalties for acknowledged, "serious errors of the past", i.e. for the publicly admitted breaches of duty of the Management Board and Supervisory Board.

In light of the concrete indications of serious breaches of duties by the Management Board and Supervisory Board, Riebeck-Brauerei considers that, in the interest of the company and on the basis of findings of the investigative authorities and/or in light of the respective statements and admissions of Deutsche Bank that justify the suspicion that improbity or serious breaches of law or the Articles of Association have taken place on the part of members of the Management Board and Supervisory Board, it is called for to again place a special audit on the Agenda and – depending on the results of the voting – to subsequently enforce such through court action.

In its Final Notice dated April 23, 2015, in connection with the manipulation of the LIBOR rate, the FCA imposed a penalty of GBP 226.8 million on Deutsche Bank ("Final Notice 2015"). The Final Notice 2015 can be viewed at https://www.fca.org.uk/publication/final-notices/deutsche-bank-ag-2015.pdf. A portion of the penalty imposed by the FCA amounting to GBP 100.8 million was due to breaches ("serious deficiencies") of Deutsche Bank relating to the FCA's efforts for a clarification, namely due to

1. the failure to provide the information required for clarification and the submission of misleading statements to the FCA ("provided inaccurate and misleading information"),
2. the submission of inaccurate, misleading and false information to the FCA ("false attestation") and
3. errors committed during the FCA's investigation ("failures during the course of the Authority's investigation").

The FCA founded its decision on Principle 11 of its regulations (Principle 11 of the Authority's Principles for Businesses). Pursuant to this regulation, Deutsche Bank must deal with the FCA in an open and cooperative way and must disclose to the Authority all information that the FCA would reasonably expect notice.

At the Annual Media Conference of Deutsche Bank on January 28, 2016, Mr. Cryan confirmed in connection with the Final Notice 2015 that one of the persons it specified was on the company's Supervisory Board. For this reason, the Management Board according to its own statements allegedly launched an internal investigation.
At last year's General Meeting, too, Mr. Cryan again confirmed that the Management Board launched an independent investigation relating to the breaches that Deutsche Bank admitted to the FCA of Principle 11 in connection with the non-forwarding to the FCA of specific audit documents from the

BaFin's Libor special audit. Until today, the report of this alleged investigation has not been published. Riebeck-Brauerei considers the "self-cleaning power" of Deutsche Bank and its information policy to be inadequate to fully clarify the failings admitted to the FCA as well as the actions and/or omissions taken by the Management Board or Supervisory Board in this connection in the interests of the company and its shareholders. Thus, comparable "internal" investigations in past years have not yet led to any results and were not reported transparently to the shareholders either.

Furthermore, Deutsche Bank's alleged internal, "independent" investigation only covers the period between August 2013 and February 2014, and it is also restricted to only the "forwarding of specific audit documents from the BaFin's Libor special audit to the FCA" ("BaFin Matter"). The breaches of duty and failures contained in the Final Notice 2015 are not reduced to the period between August 2013 and February 2014 or to the BaFin Matter. On the contrary, the FCA imposed a penalty on Deutsche Bank that was GBP 100.8 million higher because there were breaches of Principle 11 in the period from February 4, 2011, to May 31, 2014, that related to matters in addition to the BaFin Matter (see Final Notice 2015, Number 4.78 to Number 4.121, pp. 25 to 34).

The review of the conduct (actions and/or omissions) by the members of the Management Board and/or Supervisory Board in connection with the hindering of the authority's investigation that led to an increased payment by Deutsche Bank to the FCA amounting to GBP 100.8 million is therefore definitely required. According to Deutsche Bank's own statements the responsibility of the Supervisory Board Chairman, Dr. Paul Achleitner, is to be investigated "internally." In particular, because Dr. Achleitner was re-elected within the framework of the last year's General Meeting as Supervisory Board Chairman for the next four years, there is the significant risk of a cover-up of the relevant actions and/or omissions in monitoring the Management Board, which makes an independent investigation necessary by a special auditor appointed by the General Meeting.

Agenda Item 14: Resolution on the appointment of a special auditor to audit the conduct of the Management Board and Supervisory Board in connection with the manipulation of reference interest rates

Riebeck-Brauerei proposes the following resolution:

> "Pursuant to § 142 (1) Stock Corporation Act, a special auditor is appointed to audit the question regarding what conduct during the period from January 2009 to February 2013 (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2009 to February 2013 in connection with the manipulation and/or inappropriate influencing of reference interest rates led to the result that the company,
>
> – on the basis of the Deferred Prosecution Agreement between Deutsche Bank and the United States of America, provided a payment of USD 625 million to the United State of America,
> – due to the Final Notice, Reference Number: 150018, dated April 23, 2015, provided a payment of GBP 226.8 million to the Financial Conduct Authority (FCA),
> – on the basis of the Order of the Commodity Futures Trading Commission dated April 23, 2015, provided a payment of USD 800 million to the Commodity Futures Trading Commission and/or
> – on the basis of the Consent Order with the New York State Department of Financial Services dated April 23, 2015, provided a payment of USD 600 million to the New York State Department of Financial Services.
>
> The special auditor is to audit the following questions in this context:
>
> 1. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2009 to February 2013 led to the result that, within Deutsche Bank, a working organization and a working environment were created and/or were not removed that made it possible for the acting persons in Deutsche Bank to manipulate and/or inappropriately influence reference interest rates (including LIBOR, IBOR, EURIBOR)?
> 2. Did members of the Management Board and/or Supervisory Board incumbent during the period from January 2009 to February 2013 know, or should have known, that material duties relating to conduct were breached by employees of Deutsche Bank in connection with the manipulation and/or inappropriate influencing of reference interest rates?
> 3. What actions did members of the Management Board and/or Supervisory Board incumbent during the period from January 2009 to February 2013, take or omit to take, to examine internal and/or external indications of a breach of material duties relating to conduct by employees of Deutsche Bank in connection with the possibility of manipulating and/or inappropriately influencing reference interest rates?
> 4. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2009 to February 2013 led to the result that within Deutsche Bank no adequate reporting and risk management system was established and observed in order to hinder and/or prevent a breach of material duties relating to conduct by employees of Deutsche Bank in connection with the manipulation and/or inappropriate influencing of reference interest rates?
> 5. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2009 to February 2013 led to the result that within Deutsche Bank no adequate audit and investigation systems were established and observed in order to audit and/or investigate a breach of material duties relating to conduct by employees of Deutsche Bank in connection with the manipulation and/or inappropriate influencing of reference interest rates?
> 6. When had authorities informed members of the Management Board and/or other employees of Deutsche Bank that the reporting, controls and/or risk management system of Deutsche Bank were inadequate with regard to the reference interest rates and thus that there was misconduct on the part of Deutsche Bank?

7. Since when did members of the Management Board and/or Supervisory Board incumbent during the period from January 2009 to February 2013 know, or should have known, that authorities had communicated that the reporting, controls and/or risk management system of Deutsche Bank are inadequate with regard to the reference interest rates and thus that there is misconduct on the part of Deutsche Bank?
8. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2009 to February 2013 led to the result that not all sources of information were used within the framework of Deutsche Bank's internal investigations into breaches of material duties relating to conduct by employees of Deutsche Bank in connection with the manipulation and/or inappropriate influencing of reference interest rates?"

Riebeck-Brauerei proposes that

Riebeck-Brauerei proposes that
Mr. Jeffrey Davidson
c/o Honeycomb Forensic Accounting
Burgon House
2 Burgon Street
London
EC4V 5DR
United Kingdom

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Jefferey Davidson cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Gero Hübenthal
c/o Hübenthal & Partner mbB
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft
Hastener Str. 11
42855 Remscheid

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Gero Hübenthal cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Thomas Tümmler
Ringstraße 21
58675 Hemer

shall be appointed as Special Auditor.

The Special Auditor can draw on the assistance of professionally qualified persons, in particular persons with knowledge of bookkeeping, accounting, equities and tax law and/or persons with knowledge of the company's sector.

Reasons:

Due to its participation in the manipulation and influencing of interest rates (IBOR, LIBOR, EURIBOR, etc.) in the years 2005 to 2013, Deutsche Bank had to pay in total around USD 2.025 billion in penalties to American authorities and GBP 226.8 million to British authorities:

– In the Deferred Prosecution Agreement between Deutsche Bank and the United States of America dated April 23, 2015, Deutsche Bank undertook to pay USD 625 million ("DPA").
  The DPA can be viewed at: https://www.justice.gov/sites/default/files/opa/press-releases/attachments/2015/04/23/db_dpa.pdf; Attachment A (Statement of Facts) to the DPA can be viewed at: https://www.justice.gov/sites/default/files/opa/press-releases/attachments/2015/04/23/db_statement_of_facts.pdf.

– Through the Order of the Commodity Futures Trading Commission dated April 23, 2015, a penalty amounting to USD 800 million was imposed on Deutsche Bank ("CFTC Order").
  The CFTC Order can be viewed at: http://www.cftc.gov/idc/groups/public/@lrenforcementactions/documents/legalpleading/enfdeutscheorder042315.pdf.

– Through Consent Order under New York Banking Law §§ 44 and 44-a, Deutsche Bank undertook to pay a penalty of USD 600 million to the New York State Department of Financial Services ("Consent Order").
  The Consent Order can be viewed at: http://www.dfs.ny.gov/about/ea/ea150423.pdf.

– Per Final Notice dated April 23, 2015, the FCA imposed a penalty of GBP 226.8 million on Deutsche Bank ("Final Notice 2015").
  The Final Notice 2015 can be viewed at: https://www.fca.org.uk/publication/final-notices/deutsche-bank-ag-2015.pdf.

Due to these penalties, not only has Deutsche Bank's reputation suffered severely, but Deutsche Bank also incurred significant damages. In particular, the following material violations were identified by the regulatory authorities and/or admitted by Deutsche Bank:

– The manipulation and inappropriate influencing in particular of the LIBOR and EURIBOR submissions ("Manipulation of LIBOR and EURIBOR submissions);
– the lack of an adequate reporting, control and risk management system, even after this had been identified as deficient by the authorities.

The review of the conduct (actions and/or omissions) of the members of the Management Board and/or Supervisory Board in connection with the matter above is therefore definitely required.

Agenda Item 15: Resolution on the appointment of a special auditor to audit the conduct of the Management Board and Supervisory Board in connection with money laundering in Russia

Riebeck-Brauerei proposes the following resolution:

> "Pursuant to § 142 (1) Stock Corporation Act, a special auditor is appointed to audit the question regarding what conduct during the period from January 2011 to December 2015 (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent from January 2011 to December 2015 led to the result that, in connection with money laundering in Russia, the company provided a payment of USD 425 million to the New York State Department of Financial Services on the basis of the Consent Order under New York Banking Law §§ 39, 44 and 44-a dated January 30, 2017, and/or provided a payment of GBP 163,076,224.00 to the Financial Conduct Authority (FCA) as a result of the Final Notice of the Financial Conduct Authority (FCA), Firm Reference Number: 150018, dated January 30, 2017.

The special auditor is to audit the following questions in this context:

1. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from February 4, 2011, to May 31, 2014, led to the result that the Financial Conduct Authority (FCA) in its Final Notice, Firm Reference Number: 150018, dated January 30, 2017, imposed a penalty of GBP 163,076,224.00 on Deutsche Bank?
2. What conduct (action or omission) by members of the Management Board and/or Supervisory Board incumbent from February 4, 2011, to May 31, 2014, led to the result that Deutsche Bank, pursuant to the Consent Order under New York Banking Law §§ 39, 44 and 44-a agreed with the New York State Department of Financial Services on January 1, 2017, to pay a penalty of USD 425 million.
3. Did members of the Management Board and/or Supervisory Board incumbent during the period from January 2011 to December 2015 know, or should have known, that material duties relating to conduct were breached by employees of Deutsche Bank in connection with money laundering in Russia, as set out in the FCA's Final Notice, Number 4.1 to 4.82, dated January 30, 2017, and/or in the Consent Order dated January 30, 2017, Number 9 to Number 60, between Deutsche Bank and the New York State Department of Financial Services?
4. What conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from January 2011 to December 2015 led to the result that within Deutsche Bank no adequate anti-money laundering program was established and observed in order to hinder and/or prevent money laundering in Russia as set out in the FCA's Final Notice, Number 4.1 to Number 4.82, dated January 30, 2017, and/or in the Consent Order dated January 30, 2017, Number 9 to Number 60, between Deutsche Bank and the New York State Department of Financial Services?

Riebeck-Brauerei proposes that

Mr. Jeffrey Davidson
c/o Honeycomb Forensic Accounting
Burgon House
2 Burgon Street
London
EC4V 5DR
United Kingdom

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Jefferey Davidson cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Gero Hübenthal
c/o Hübenthal & Partner mbB
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft
Hastener Str. 11
42855 Remscheid

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Gero Hübenthal cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Dieter Bruckhaus
Am Markt 1
66125 Saarbrücken

shall be appointed as the Special Auditor.

The Special Auditor can draw on the assistance of professionally qualified persons, in particular persons with knowledge of bookkeeping, accounting, equities and tax law and/or persons with knowledge of the company's sector.

Reasons:

On the basis of a Consent Order under New York Banking Law §§ 39, 44 and 44-a, Deutsche Bank and the New York State Department of Financial Services agreed on January 1, 2017, that Deutsche Bank shall pay a penalty of USD 425 million for its conduct and its violations in connection with the accusations raised against it of money laundering in Russia ("Consent Order"). The Consent Order can be viewed at: http://www.dfs.ny.gov/about/ea/ea170130.pdf. In the Consent Order, Deutsche Bank admits having committed the following violations:

1. Conducting business in an unsafe and prohibited manner ("conducted its banking business in an unsafe and unsound manner, in violation of New York Banking Law §§ 44, 44-a"),
2. failing to establish an effective and compliant anti-money laundering program ("failed to maintain an effective and compliant anti-money laundering program, in violation of 3 N.Y.C.R.R. § 116.2") and
3. failing in its bookkeeping ("failed to maintain and make available true and accurate books, accounts and records reflecting all transactions and actions, in violation of New York Banking Law § 200-c").

Per Final Notice dated January 30, 2017, Firm Reference Number: 150018, the Financial Conduct Authority ("FCA") imposed a penalty on Deutsche Bank of GBP 163,076,224.00 in connection with the accusations of money laundering in Russia ("Final Notice 2017"). The Final Notice 2017 can be viewed at: https://www.fca.org.uk/publication/final-notices/deutsche-bank-2017.pdf.

In its Final Notice 2017, the FCA identified the following violations of Deutsche Bank, which essentially correspond to the accusations of the New York State Department of Financial Services (see Final Notice 2017, p. 24 f.):

1. Failed to establish an effective and compliant risk assessment system;
2. failed to establish an effective and compliant anti-money laundering program.

These admitted and/or identified "serious errors" of the past, too, are to be examined objectively by a special auditor.

Agenda Item 16: Discussion and resolution on the appointment of a special auditor pursuant to § 142 (1) Stock Corporation Act to audit the conduct of the Management Board and Supervisory Board in connection with the acquisition of shares in Deutsche Postbank AG and the related court disputes

Riebeck-Brauerei proposes the following resolution:

"Pursuant to § 142 (1) Stock Corporation Act, a special auditor is appointed to audit the following questions in connection with the acquisition of shares in Deutsche Postbank AG ('Postbank') by Deutsche Bank AG ('Deutsche Bank') and the related court disputes:

1. Did the acquisition of Deutsche Postbank AG shares ('Postbank shares') through the (i) ACQUISITION AGREEMENT concluded with Deutsche Post AG ('Post') dated September 12, 2008, and/or agreements in connection with this and/or (ii) the AMENDMENT AGREEMENT dated January 14, 2009, and/or agreements in connection with this not serve, contrary to the communication of the company, to 'strengthen the private clients business' of the company, but other purposes instead?

2. Which members of the Management Board and/or Supervisory Board incumbent during the period from September 12, 2008, to October 7, 2010, had knowledge on September 12, 2008, on January 14, 2009, and/or on October 7, 2010, that Postbank 'would have to be saved by the taxpayer,' if the company had not concluded the ACQUISITION AGREEMENT dated September 12, 2008, and/or specific other agreements with Post?

3. Did members of the Management Board and Supervisory Board incumbent during the period from September 12, 2008, to January 14, 2009, have knowledge (where applicable also due to instructions of the banking regulators) before conclusion of the ACQUISITION AGREEMENT dated September 12, 2008, and/or agreements in connection with this, that there would be a capital increase at Postbank before the end of the fourth quarter of 2008 and/or a discontinuation of dividend payments by Postbank for several years?

4. Which members of the Management Board and/or Supervisory Board incumbent during the period from September 12, 2008, to October 7, 2010, instructed or participated in instructing that (i) the ACQUISITION AGREEMENT concluded with Post dated September 12, 2008, and/or agreements in connection with this and/or (ii) the AMENDMENT AGREEMENT dated January 14, 2009, and/or agreements in connection with this were to be structured in such a way that with the conclusion of each of these agreements an influence could already be exerted on Post's exercising of the voting rights from Postbank shares?

5. Did the company make incomplete or untruthful statements in the proceedings before the Regional Court (LG) Cologne, case No. 82 O 28/11 and case No. 82 O 11/15, and in the proceeding before the Higher Regional Court (OLG) Cologne, case No. 13 U 161/11, about the actual circumstances of the acquisition of the Postbank shares and/or the contents of the (i) ACQUISITION AGREEMENT concluded with Post dated September 12, 2008, and/or agreements in connection with this, and/or (ii) the AMENDMENT AGREEMENT dated January 14, 2009, and/or agreements in connection with this? If so, what conduct (action and/or omission) by members of the Management Board and/or Supervisory Board incumbent during the period from January 1, 2011, to December 31, 2017, led in such case to the provision of which incomplete and/or untruthful statements?

6. Is there an actual connection between the circumstances that (a) already in 2008, all of Post's Postbank shares were held in a custody account (DB 100 8808404 01 – 100 8808404 11) of the company's Equity Capital Markets department, (b) after September 12, 2008, the market price of the Postbank share decreased in percentage terms by more than twice as much as that of the Peer Group and three times as much as that of the DAX, even though Deutsche Bank had acquired the Postbank shares at a substantial premium to the market price, and (c) the company's Equity Capital Markets department itself kept the order book for the capital increase of Deutsche Bank conducted on September 22, 2008 ('Capital Increase 2008'), and the Management Board refused to provide information to its shareholders on the background to the Capital Increase 2008 at the company's General Meeting on May 26, 2009? Is so, which transactions were carried out when between September 12, 2008, and May 26, 2009, and with which financial result, by the company and/or by Post, or for the account of Post (including group companies), and/or by Kreditanstalt für Wiederaufbau with the Postbank shares held in the custody account DB 100 8808404 01 – 100 8808404 11 and/or Deutsche Bank shares from the Capital Increase 2008?"

Riebeck-Brauerei proposes that

Mr. Mark Ballamy BA FCA MAE ACIArb CFE
c/o Ballamy LLP Forensic Accountants
85 Gresham Street
London
EC2V 7NQ
United Kingdom

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Mark Ballamy cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Dieter Bruckhaus
Am Markt 1
66125 Saarbrücken

shall be appointed as Special Auditor, or as replacement in the event that the Special Auditor Dieter Bruckhaus cannot or will not accept such office:

the Auditor, Tax Consultant
Mr. Thomas Tümmler
Ringstraße 21
58675 Hemer

shall be appointed as Special Auditor.
The Special Auditor can draw on the assistance of professionally qualified persons, in particular persons with knowledge of bookkeeping, accounting, equities and tax law and/or persons with knowledge of the company's sector.

Reasons:

There is a strong suspicion that inaccurate facts were, and still are, knowingly being submitted by the company's management bodies, or at their instruction, to the shareholders of Deutsche Bank, the capital market and also German courts with regard to the acquisition of Postbank.

This led, and still leads, not only to (the risk of) damages to the company and reputational damage. It also substantiates the fear that the company's accounting treatment of Postbank, the Capital Increase 2008, and the provisions for the Postbank litigation expenses has been materially incorrect since 2008/2009.

Postbank's financial situation in September 2008

It is now obvious that – fully independently of the Lehman insolvency on September 14, 2008 – Postbank no longer had enough banking-regulatory core capital at its disposal from summer 2008, and in any event on the purchase date of September 12, 2008, to lawfully maintain its business operations. In the meantime, a statement is on record by the former Chairman of the Management Board of Deutsche Bank, Dr. Josef Ackermann, from the ARD (German television) program "Günther Jauch" on October 8, 2012, according to which Postbank would "have to have been saved by the taxpayer" without the acquisition agreement dated September 12, 2008. The financial background to this is that, before the financial crisis, Postbank had speculated with excess deposits in the mid-double-digit billions "like a hedge fund" (Manager Magazin) in mortgage securities, derivatives, and commercial real estate loans in the USA/UK in its capital markets business and alternative lending business. Their mark-to-market loss probably far exceeded Postbank's banking-regulatory core capital of only 5.3 billion in nominal terms in September 2008. Therefore, at the height of the financial crisis, Deutsche Bank obviously did not acquire a client-oriented retail bank unaffected by the financial crisis "to strengthen the private clients business," but rather it acquired, well aware, a restructuring case in which one third of its total assets in 2007 and roughly two thirds of its earnings resulted from positions in capital market investments impaired by heavy losses. This was not reported in the company's mandatory disclosures.

Already six weeks after the signing of the agreement, Postbank was compelled to carry out a capital increase to secure its financial position. According to available court documents, this capital increase was already agreed between Deutsche Bank and Deutsche Post in the contractual documentation dated September 12, 2008. There is nothing to be found about this in the company's mandatory disclosures from September 12, 2008, either.

Actual transaction structure: "Monte Paschi II"?

Deutsche Bank itself faced a crisis that threatened its existence on September 12, 2008, due to its exposure to the U.S. insurance company AIG, which was at risk of insolvency at the time. There is a strong suspicion that the bank's sole motive for the acquisition of the Postbank shareholding in September 2008 was to strengthen its own capital base, which on the one hand could be achieved through trading profits from targeted short selling of the Postbank share and on the other from a capital increase financed by the bank itself. This was apparently implemented through a complex derivatives structure, which the actual acquisition of the majority shareholding in Postbank is based on, so that the suspicion arises that the Postbank acquisition could have been falsely reported by the company since 2008 in a way similar to the loans to the Italian bank Monte Paschi that were disguised at the time as derivatives.

Based on the available court documents, the company apparently had Deutsche Post AG's total shareholdings in Postbank transferred already in September 2008 to a custody account with Deutsche Bank's investment bank (DB Equity Capital Markets), i.e. the department which was also responsible for the bank's EUR 2.2 billion capital increase on September 22, 2008 (i.e. at a time when no investment bank was able to place capital on the open market) and which for reasons of secrecy itself kept the order book for this. There was a refusal to provide any information whatsoever regarding the circumstances and background of this capital increase to the shareholders at the General Meeting 2009 and in the subsequent court proceedings. The bank preferred to accept the risk that the authorized capital would be revoked by court decision in 2009. Based on Postbank's share price performance since September 12, 2008, there is also the strong suspicion of targeted short selling of these shares by Deutsche Bank with the intention of pecuniary gain as well as of the lending of these shares via a repurchase transaction to finance the temporary takeover of its Capital Increase 2008 by Deutsche Post, etc. Court documents contain clauses, for instance, that obviously aim to ensure that Deutsche Bank's trading transactions with Postbank shares are not jeopardized.

Deutsche Bank's actual loss for 2017 EUR 1.635 billion?

On October 20, 2017, the Regional Court (LG) Cologne decided in the proceeding 82 O 11/15 that Deutsche Bank has to pay former Postbank shareholders who accepted the takeover offer on October 7, 2010, an additional consideration amounting to EUR 32.25 plus interest since 2008, because, among other things, Deutsche Bank and Deutsche Post had been "acting in concert." Similar legal actions with a total volume of EUR 900 million were filed with the same chamber of the court before December 31, 2017.

This ruling does not involve just any decision of a court of first instance that had so far not addressed the case. It involves the reversal of the decision by the same court, same chamber and same presiding judge in 2011 (LG Cologne 82 O 28/11) that ended a legal dispute with a former Postbank shareholder in the bank's favor. This is due to the circumstance that Deutsche Bank has in the meantime had to admit to agreements of a binding nature on voting rights, the existence of which it had untruthfully and firmly denied since 2011. So regarding a key point for the question of an "acting in concert", Deutsche Bank has so far made inaccurate submissions and attained rulings on the basis of inaccurate facts without the taking of any evidence. The same applies to cooperation agreements with Postbank. While Deutsche Bank had so far always asserted that there were no such agreements before 2009, Postbank has in the meantime admitted the existence of such a contract since September 12, 2008. The suspicion arises that this contract was not related to joint distribution, but precisely to the business divisions in which Postbank's billions of losses occurred in the financial crisis and whose hidden restructuring Deutsche Bank apparently took over from 2008.

Even though, according to Riebeck-Brauerei's information, all the members of the Management Board, all members of the Supervisory Board, the Integrity Committee as well as the corporate monitor installed by the U.S. Department of Justice have been informed in writing and been presented with documentary evidence about the bank's inaccurate submissions (or should have been if post was forwarded properly) since 2016 at the latest, the statements in the legal proceedings have not been corrected in full. Instead, in April 2017, Deutsche Bank filed a class action against itself pursuant to the Model Case Act (KapMuG), which was later dismissed by the Regional Court (LG) Cologne as being "abusive of the law and protracting the trial proceedings," in order to yet impede the Regional Court (LG) Cologne ruling on October 20, 2017. It is generally held that for this there must be a Management Board decision that is taken in full knowledge of the circumstances, without which such a class action against the bank itself is inconceivable.

Because of this already documented inaccurate presentation of the facts so far and of the further material in the case proceedings, the strong suspicion therefore arises that the management bodies of Deutsche Bank could, since 2008, obscure the fact that Deutsche Post and Deutsche Bank concluded, on September 12, 2008, in a dense network of contractual agreements, still much further-reaching agreements relating to Postbank, which was in need of restructuring, namely:

- End-to-end, binding voting rights for Post's entire voting block (not only for the 29.75% that was subject of the acquisition) up to the expiry of the option periods, protection of interests clauses, dividend restrictions as well as transition of control clauses and access clauses to the benefit of Deutsche Bank;

- Agreements on Postbank's discontinuation of the business lines capital markets business, alternative lending business and commercial real estate financings in particular in the USA and United Kingdom;

- The focusing of Postbank on the private client business and standardized business with small and medium-sized enterprises (SMEs) (which alone was linked to a sustained and material change in Postbank's business model by exiting areas which still contributed roughly one third of total assets in the 2007 annual financial statements and more than 60% of Postbank's profit);

- Intervention by Deutsche Bank in the composition of risk assets and the related losses recognized at Postbank up to the end of the financial year on December 31, 2008, so that it was possible already before the originally agreed closing in the first quarter of 2009 to comprehensively clean up the balance sheet at Postbank and the Postbank losses resulting from this were still to be fully consolidated on Post's balance sheet as of December 31, 2008;

- Carrying out of an asymmetrical EUR 1 billion capital increase at Postbank from the authorized capital II in the fourth quarter of 2008, the execution of which could already be agreed between on September 12, 2008, and was a sine qua non for the completion of the transaction;

- Pro forma takeover by Post, initially, of the shares to be gained from this capital increase, although they were already included (="sold on") at the maximum price of EUR 18.25 in the acquisition in rem of the 29.75% participation by Deutsche Bank in 2009 as well as the option agreements;

- Conclusion of a cooperation framework agreement between Deutsche Bank and Postbank that immediately created, via a steering committee, management powers for Deutsche Bank as a competitor of Postbank – contrary to the representation in the ad hoc release (to cooperate in [...] the distribution of home finance and investment products) – as a type of "covert partial domination and management contract" regarding Postbank's key business lines capital markets business, alternative lending business as well as USA/UK commercial real estate business and major client loans, and thus ended Postbank's business objective as a stock corporation participating independently in economic life to generate profits;

- Transfer of all of Post's shares in Postbank (50% plus 1 share as well as the new shares following the capital increase) into a custody account in Deutsche Bank's investment bank (in the Equity Capital Markets department responsible for capital increases) already in September 2008 and conclusion of agreements under capital market law which, by the end of 2008, provided Deutsche Bank ownership or, in any case, proprietary possession with corresponding proxy voting rights, via a so-called "REPO contract", stock borrowing or a similar arrangement for all the Postbank shares (50%+1, or more than 60% of the voting capital after the capital increase) belonging to Post and made the Postbank shares available to Deutsche Bank for targeted short selling;

- Agreement on the resignation of supervisory board members and the appointment of two supervisory board members at Postbank to be named by the company;

- Agreement on the granting of positions on central supervisory board committees (Executive Committee, Credit Committee, Human Resources Committee, Audit Committee) to the supervisory board members named by Deutsche Bank;

- Granting of a veto right to Deutsche Bank on these central supervisory board committees, which could have been made possible due to the binding of the voting rights of Post's group mandate holders to the instructions of Deutsche Bank's representatives, the appointments to these committees exclusively with (continuing) group mandate holders from Post as well as Deutsche Bank on the shareholder representative side, and the exercising of the double voting right by a Post-appointed committee chairperson bound to follow Deutsche Bank's instructions.

All in all, there is a strong suspicion of improbity and gross breaches of duty by management bodies of Deutsche Bank since 2008, for which the respective individual responsibilities are to be clarified.

Management Board's Comments

We as the Management Board aspire Deutsche Bank to be the leading European bank with a strong home base in Germany and global transaction banking, corporate finance, capital markets, asset and wealth management capabilities. In our home market, in Germany, we plan to maintain our number 1 position through the creation of a market leading private and commercial bank.

To set the strategic ambition, we conducted a detailed examination of our corporate divisions, infrastructure functions, and regions, and an assessment of our ability to serve our clients' future needs. In that process, the environment was analyzed, client/product/market activities were assessed and corresponding future strategic business models were developed – including one similar to the one proposed by the Riebeck-Brauerei (separation of retail and investment bank). Each of these models was evaluated against key criteria, including key risks by a broad cross-functional team of experts. Carefully balancing the expected economic outcomes in each model, the Management Board supported by the Supervisory Board in consultation with DB's main regulators took the deliberate decision to reinforce our commitment to a global platform. To account for dynamic external and internal factors, the Management Board reviews underlying business model assumptions regularly and on an ad-hoc basis and adjusts the business strategy as and when necessary.

The diversification of our business results in lower risks, higher stability and a balance sheet that enables strategic leverage. Further, our business model allows us to benefit from synergies and scale effects due to shared corporate infrastructure.

A separation of retail and investment banking would have inferior economics and strategic outcomes such as a loss of client/product linkages, scale efficiencies and organizational synergies, i.e. on liquidity. Also, irrespective of such strategic considerations, operationalizing such a complex front-to-back change across businesses and geographies would involve significant cost and time, and is not possible in the near-term.

Overall, based on our detailed strategic review and our continuing assessments, we consider the business model proposed by the Riebeck-Brauerei as value dilutive for shareholders and therefore recommend to <u>vote against</u> this proposal.

We refrain for legal reasons only from responding to the proposals made under items 11 to 16 as the Management Board may not propose on Supervisory Board composition (items 11 and 12) and could be perceived as biased with regard to special audits including Management Board members (items 13 to 16).

Frankfurt am Main, April 2018
The Management Board

Supervisory Board's[1] Comments regarding Agenda Item 11

The Supervisory Board of Deutsche Bank AG proposed Dr. Achleitner for re-election as member of the Supervisory Board at the Ordinary General Meeting 2017 for a full term of office and specified it was intended that he be re-elected as Chairman of the Supervisory Board. This was based on the Supervisory Board's assessment that the right candidate was found for this task in Dr. Achleitner. Dr. Achleitner was elected to the Supervisory Board at the General Meeting 2017 with a majority of 93.51 % of the cast votes. At its meeting on May 18, 2017, following the General Meeting 2017, the Supervisory Board unanimously elected Dr. Achleitner as its Chairman – with Dr. Achleitner abstaining. The entire Supervisory Board has never had, and still does not have, any doubts concerning Dr. Achleitner's comprehensive personal and professional skills and integrity. The Supervisory Board considers the allegations raised by Riebeck-Brauerei von 1862 Aktiengesellschaft against Dr. Achleitner to be groundless and has full confidence in his performance of office.

The Supervisory Board therefore proposes <u>voting against</u> revoking Dr. Achleitner's appointment to the Supervisory Board.

Supervisory Board's[1] Comments regarding Agenda Item 12

The Supervisory Board of Deutsche Bank AG proposed Professor Dr. Simon within the framework of the usual orderly process of succession planning and selection of candidates for the Supervisory Board while taking into account the regulatory requirements in 2016 for his court appointment and for his election to the Supervisory Board by the Ordinary General Meeting 2017. Professor Dr. Simon was elected to the Supervisory Board at the General Meeting 2017 with a majority of 95.08 % of the cast votes.

The Supervisory Board considers the allegations of Riebeck-Brauerei von 1862 Aktiengesellschaft in objection to Professor Dr. Simon's appointment to Supervisory Board to be fully incorrect. They have already been raised as the subject of a legal action contesting Professor Dr. Simon's election as member of the Supervisory Board at the Ordinary General Meeting 2017. The contesting action was dismissed in the court of first instance, through the ruling of the 5th Chamber for Commercial Cases of the District Court (LG) Frankfurt on January 18, 2018. The Supervisory Board is confident that this decision will be upheld in a potential case of appeal.

The Supervisory Board therefore proposes <u>voting against</u> revoking Professor Dr. Simon's appointment to the Supervisory Board.

Frankfurt am Main, April 2018
The Supervisory Board

(1) Dr. Achleitner and Prof. Simon did not take part in the Supervisory Board's decision on these Comments.

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2018
Financial Calendar

April 26, 2018
Interim Report as of March 31, 2018

May 24, 2018
Annual General Meeting in the Festhalle Frankfurt am Main (Exhibition Center)

May 29, 2018
Dividend payment

July 25, 2018
Interim Report as of June 30, 2018

October 24, 2018
Interim Report as of September 30, 2018

2019
Financial Calendar

February 1, 2019
Preliminary results for the 2018 financial year

March 22, 2019
Annual Report 2018 and Form 20-F

April 25, 2019
Interim Report as of March 31, 2019

May 23, 2019
Annual General Meeting in the Festhalle Frankfurt am Main (Exhibition Center)

May 28, 2019
Dividend payment
(in case of a distributable profit and the decision of the AGM to pay a dividend)

July 25, 2019
Interim Report as of June 30, 2019

October 31, 2019
Interim Report as of September 30, 2019