



# **DVB Bank Aktiengesellschaft**

Frankfurt / Main  
German Securities Code 804 550  
ISIN DE0008045501

## **Invitation to the Ordinary Annual General Meeting on 30 June 2006**

We hereby invite our shareholders to attend the ordinary Annual General Meeting held on Friday, 30 June 2006, at 10:00 a.m. at the Hermann Josef Abs Saal, Junghofstraße 11, 60311 Frankfurt/Main, Germany.

### **Agenda**

- 1. Presentation of (i) the confirmed Financial Statements (in accordance with the German Commercial Code) and the Management Report of DVB Bank AG as at 31 December 2005, together with the Report of the Supervisory Board; and (ii) of the approved Consolidated Financial Statements (in accordance with IFRS), the summarised Management Report and Consolidated Management Report for the 2005 business year as well as the Report of the Supervisory Board**
- 2. Passing of a resolution on the appropriation of net retained profit for the 2005 business year**
- 3. Passing of a resolution on the formal approval of the Board of Managing Directors for the 2005 business year**
- 4. Passing of a resolution on the formal approval of the Supervisory Board for the 2005 business year**
- 5. Passing of a resolution on the authorisation to acquire treasury shares in accordance with section 71 (1) No. 7 of the German Stock Corporation Act**
- 6. Passing of a resolution on the cancellation of the Authorised Capital 2002/I (Article 4a of the Memorandum and Articles of Association) and the creation of Authorised Capital 2006 as well as the corresponding amendments to the Memorandum and Articles of Association**
- 7. Passing of a resolution authorising the Board of Managing Directors to issue profit-participation certificates**

**8. Passing of resolutions and amendments to the Memorandum and Articles of Association with regard to the German Act on Corporate Integrity and Modernisation of Rescission Rights**

**8.1 Amendment of Articles 21 and 22 of the Memorandum and Articles of Association, pursuant to section 123 of the German Stock Corporation Act (as amended): “Registration to attend the General Meeting”**

**8.2 Amendment of Article 23 of the Memorandum and Articles of Association: “Authorisation of the Chairman of the Annual General Meeting to set a time limit for shareholders exercising their right to speak and ask questions”**

**9. Passing of a resolution regarding the German Act on the Disclosure of Remuneration of Management Board Members**

**10. Passing of further resolutions and corresponding amendments to the Memorandum and Articles of Association regarding the following items:**

**10.1 Amendments to the Company Object set out in Article 2 (1) of the Memorandum and Articles of Association**

**10.2 Amendment of Article 10 of the Memorandum and Articles of Association (German Act to Simplify the Election of Employee Representatives to the Supervisory Board)**

**10.3 Amendments to the remuneration of Supervisory Board members, as set out in Article 18 (1) of the Memorandum and Articles of Association**

**11. Passing of a resolution on the by-elections to the Supervisory Board**

**12. Passing of a resolution on the appointment of the external auditors for the 2006 business year**

The complete [agenda](#) was published on Monday 8 May 2006 in the electronic version of the German Federal Gazette (Bundesanzeiger) and under [www.dvbbank.com](http://www.dvbbank.com) „Investor Relations/Annual General Meeting.

Frankfurt/Main, April 2006

DVB Bank AG

THE BOARD OF MANAGING DIRECTORS