



DVB Bank Aktiengesellschaft

Frankfurt / Main
German Securities Code 804 550
ISIN DE0008045501

Invitation to the Ordinary Annual General Meeting on 11 June 2007

We hereby invite our shareholders to attend the ordinary Annual General Meeting held on Monday, 11 June 2007, 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 2006, 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 2006 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 2006 business year**
- 3. Passing of a resolution on the formal approval of the members of the Board of Managing Directors for the 2006 business year**
- 4. Passing of a resolution on the formal approval of the members of the Supervisory Board for the 2006 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 resolutions and amendments to the Memorandum and Articles of Association with regard to the remuneration of Supervisory Board members in Article 18**
- 7. Passing of a resolution on the appointment of the external auditors for the 2007 business year**

Proposals for Resolution

Re Item 1 of the agenda:

Presentation of (i) the confirmed Financial Statements (in accordance with the German Commercial Code) and the Management Report of the Company as at 31 December 2006, 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 the Consolidated Management Report of the Company for the 2006 business year as well as the Report of the Supervisory Board

The above documents may be inspected at the Company's offices at Friedrich-Ebert-Anlage 2-14, 60325 Frankfurt/Main, and are available on the Internet at www.dvbbank.com – Investor Relations – Financial Reports for download. Shareholders may also request that these documents be forwarded to them.

Re Item 2 of the agenda:

Passing of a resolution on the appropriation of net retained profit for the 2006 business year

The Board of Managing Directors and the Supervisory Board propose the following resolution:

The net retained profit (*Bilanzgewinn*) reported by DVB Bank AG for the 2005 business year amounts to €12,505,177.14. This net retained profit shall be used to pay a dividend of €3.00 per each unit share entitled to dividend payments. The net retained profit attributable to treasury shares shall be carried forward.

Re Item 3 of the agenda:

Passing of a resolution on the formal approval of the members of the Board of Managing Directors for the 2006 business year

The Board of Managing Directors and the Supervisory Board propose that formal approval (*Entlastung*) be granted.

Re Item 4 of the agenda:

Passing of a resolution on the formal approval of the members of the Supervisory Board for the 2006 business year

The Board of Managing Directors and the Supervisory Board propose that formal approval (*Entlastung*) be granted.

Re Item 5 of the agenda:

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 (*Aktiengesetz* - "AktG")

The authorisation granted by the 2005 Ordinary Annual General Meeting to acquire treasury shares for trading purposes will expire, as scheduled, on 30 November 2007. It is proposed that the General Meeting on 11 June 2007 grant its approval for the renewal of this authorisation although the current authorisation is yet to expire.

The new authorisation is intended to replace the authorisation granted by the General Meeting of 30 June 2006 for the purchase of treasury shares in accordance with Section 71 (1) No. 7 of the AktG; and to remain in force until 30 November 2008.

The Board of Managing Directors and the Supervisory Board therefore propose the following resolution:

"In accordance with section 71 (1) No. 7 of the AktG, DVB Bank AG is hereby authorised to purchase and sell its own shares (treasury shares) for the purpose of securities trading. This authorisation will expire on 30 November 2008. The volume of shares acquired for this purpose must not exceed 5% of the issued share capital of DVB Bank AG at the end of any given day. Furthermore, any shares acquired due to this authorisation together with other treasury shares acquired and still held by the Company, or to be attributed to the Company pursuant to section 71a et seq. of the AktG, must not exceed 10% of the Company's issued share capital at any given time. The lowest price at which treasury shares may be purchased will be set at the closing price for the relevant shares as quoted on the Frankfurt Stock Exchange on the trading day prior to the purchase, minus 10%. The highest price for purchasing treasury shares will be set at said closing price plus 10%.

The existing authorisation granted by the General Meeting of 30 June 2006, which was valid until 30 November 2007, for the purchase of treasury shares in accordance with section 71 (1) No. 7 of the AktG is hereby revoked, with said revocation taking effect upon the effective date of the new authorisation."

Re Item 6 of the agenda:

Passing of resolutions and amendments to the Memorandum and Articles of Association with regard to the remuneration of Supervisory Board members in Article 18

To date, the members of the Credit Committee have received an additional remuneration in the amount of €5,000.00 per annum. This level of remuneration does not adequately reflect the importance of the Credit Committee for the Company, the scope of the Committee's work, and the workload of its members. The Board of Managing Directors and the Supervisory Board therefore propose to increase the remuneration to members of the Credit Committee by €5,000.00 per annum. At the same time, Article 18 of the Memorandum and Articles of Association has been edited to facilitate comprehension.

The Board of Managing Directors and the Supervisory Board therefore propose the following resolution:

“The Members of the Supervisory Board will each receive an annual remuneration of €10,000.00. The Chairman of the Supervisory Board shall receive twice this amount; the Deputy of the Chairman of the Supervisory Board shall receive 1.5 times this amount.

The members of the Credit Committee will receive an additional remuneration in the amount of €10,000.00.

The remuneration shall be paid by the 1st of July of each year. Where remuneration is subject to value-added tax, this tax shall be paid additionally.

For their services, the Members of the Supervisory Board shall receive a daily allowance for each day of travel, or part thereof, in the amount prescribed by the Wage Tax Regulations (*Lohnsteuer-Richtlinien*) per each full calendar day for employees in the highest travelling expenses categories; this allowance shall be paid in addition to the reimbursement of travelling expenses and other cash expenses; where the application of the Wage Tax Regulations would require an additional allowance, such an allowance shall be paid in addition to the aforementioned reimbursements. The same shall apply to the payment of overnight accommodation allowances.

The Company may obtain D&O liability insurance policies for the benefit of the Supervisory Board, subject to a reasonable deductible.

The provisions of Article 18 come into effect with the 2007 business year.”

Re Item 7 of the agenda:

Passing of a resolution on the appointment of the external auditors for the 2007 business year

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as external auditors of both the Financial Statements and the Consolidated Financial Statements of DVB Bank DVB Bank AG for the 2007 business year.

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, will also be appointed as the auditors for any possible review of (i) condensed financial statements and interim management reports (pursuant to sections 37w (5) and 37y No. 2 of the WpHG) as at 30 June 2007; and (ii) interim consolidated financial statements (pursuant to section 340i (4) of the HGB) prepared prior to the ordinary General Meeting held in 2008.

Attending the General Meeting

Shareholders providing the Company with special evidence of their shareholding issued in written form by their custodian institution are entitled to attend the General Meeting and exercise their voting rights.

For shares which are not kept in a securities custody account with a credit institution on the relevant record date, the required record may alternatively be issued by the Company, a notary public, a securities depository, a credit institution within the European Union, or by a branch office of the Company at the places where the Company's shares are listed in Germany or abroad.

The entitlement to attend plus the necessary evidence of the shareholding must be forwarded to the Company at the following address:

DVB Bank AG
c/o DZ BANK AG Deutsche Zentral-Genossenschaftsbank Frankfurt am Main
c/o dwpbank
Abt. WDHHV
Wildunger Straße 14
60487 Frankfurt am Main
Telefax: (069) 50 99 11 10
Email: Hauptversammlung@dwpbank.de

Said record must evidence the shareholding as at the commencement of **Monday, 21 May 2007 (0:00)**, and must be received by the Company at the above address no later than **Monday, 6 June 2007**.

Shareholders who will not be attending the General Meeting in person can exercise their vote through an authorised proxy, which may also be a financial institution or a shareholders' association. If neither a financial institution nor a shareholders' association has been authorised, such proxy must be issued in writing.

Furthermore, as a special service, the Company offers its shareholders the opportunity to authorise proxies, nominated by the Company and bound by the relevant shareholder's instructions, prior to the General Meeting. Shareholders who wish to authorise any proxies nominated by the Company require an admission ticket to the General Meeting. All voting proxies must be forwarded in writing. The shareholders shall receive the relevant documents and information together with their admission ticket.

Shareholders may file substantiated counter-proposals to the proposals submitted by the Board of Managing Directors and the Supervisory Board with regard to any agenda items, and/or nominations for elections, addressed to:

DVB Bank AG
Investor Relations
Elisabeth Winter
Friedrich-Ebert-Anlage 2-14
60325 Frankfurt am Main
Telefax: (069) 97 50 43 33

Any counter-proposals addressed in a different manner cannot be taken into consideration.

Any counter-proposals or nominations for elections received by midnight on **Friday, 25 May 2007 (24:00)**, at the above address, will be made available without delay on the internet under [www.dvbbank.com/Investor Relations/Annual General Meeting](http://www.dvbbank.com/Investor%20Relations/Annual%20General%20Meeting) without delay. Any statements made by management with regard to counter-proposals will also be published on the above Internet address.

Frankfurt/Main, April 2007

DVB Bank AG

THE BOARD OF MANAGING DIRECTORS

Disclosure pursuant to section 30(b) no.1 of the German Securities Trading Act (WpHG)

At the time of convening the General Meeting, a total of 3,932,677 notional no-par value shares (Stückaktien) holding 3,932,677 voting rights were in issue. At this time, DVB Bank AG held 4,824 treasury shares at the time of convening the General Meeting. DVB Bank AG has no voting rights based on treasury shares held. Therefore, at the time of convening the General Meeting, 3,927,853 shares were eligible to vote at the General Meeting.