



Deutsche  
Beteiligungs AG

# Agenda

for the Annual Meeting 2009



# Agenda

Frankfurt am Main

WKN 550 810  
ISIN DE0005508105

## **Agenda for the Annual Meeting 2009**

This is a translation of the German Agenda. Please note that only the German text of this Agenda is binding and that in the event of any discrepancies the German text is authoritative.

## **Invitation to the ordinary Annual Meeting**

Our shareholders are invited to attend the  
ordinary Annual Meeting of Deutsche Beteiligungs AG  
on Thursday, 26 March 2009, 10:00 a.m.,  
in the Hermann-Josef Abs Room, Junghofstrasse 11,  
Frankfurt am Main.

# Agenda

for the ordinary Annual Meeting of Shareholders of Deutscheeteiligungs AG  
on Thursday, 26 March 2009, 10:00 a.m., in the Hermann-Josef Abs Room,  
Junghofstrasse 11, Frankfurt am Main.

1. Presentation of the adopted Financial Statements and Management's Report for Deutscheeteiligungs AG at 31 October 2008 with an explanatory report by the Board of Management on disclosures pursuant to § 289 (4) HGB (German Commercial Code); presentation of the approved Consolidated Financial Statements and Management's Report for the Group at 31 October 2008 with an explanatory report by the Board of Management pursuant to § 315 (4) HGB (German Commercial Code) and the Report of the Supervisory Board.

## 2. Appropriation of retained profit

The Board of Management and the Supervisory Board of Deutscheeteiligungs AG recommend that the retained profit of €10,822,523.11 for financial year 2007/2008 be appropriated as follows:

|   |                       |
|---|-----------------------|
| Distribution of a dividend<br>of €0.40 per share, or a total of | €5,470,543.60         |
| Profit carried forward to new account                           | €5,351,979.51         |
| <b>Retained profit</b>  | <b>€10,822,523.11</b> |

## 3. Ratification of the actions of the members of the Board of Management for financial year 2007/2008

The Supervisory Board and the Board of Management recommend that the actions of the members of the Board of Management be ratified.

## 4. Ratification of the actions of the members of the Supervisory Board for financial year 2007/2008

The Board of Management and the Supervisory Board recommend that the actions of the members of the Supervisory Board be ratified.

## 5. Appointment of auditors for financial year 2008/2009

The Supervisory Board recommends that KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditors for financial year 2008/2009.

## 6. Authorisation for the acquisition and disposal of own shares and for the preclusion of pre-emptive tender rights for acquisitions and subscription rights for disposals

The Authorisation granted by shareholders at the preceding Annual Meeting on 14 March 2008 allowing the Company to acquire own shares in conformity with § 71 (1) No. 8 Aktiengesetz (German Stock Corporation Act) is valid up to and including 13 September 2009. To put the Company in a position to repurchase own shares in the future and to give the Company scope over an extended period, the Existing Authorisation shall be cancelled and New Authorisation, which shall again be valid for 18 months, is to be granted.

The Board of Management and the Supervisory Board submit the following resolution for adoption:

### a) Authorisation for the acquisition and disposal of own shares

The Board of Management shall be authorised, valid up to and including 25 September 2010, to acquire own shares of up to 10 % of the current share capital of 48,533,334.20 euros for purposes other than trading in own shares. The Authorisation granted at the Company's Annual Meeting on 14 March 2008 for the purchase of own shares shall be cancelled for the period beginning at the effective date of the New Authorisation, to the extent that it has not yet been utilised. The acquired shares must not, in combination with other shares that are in the possession of the Company or that are attributable to the Company pursuant to §§ 71a et seq. Aktiengesetz (German Stock Corporation Act), at any time exceed 10 % of the share capital.

### b) Types of acquisition

The Board of Management may choose to purchase shares (1) via the stock exchange or (2) via a tender offer directed to all shareholders or an invitation to submit such a tender.

The Board of Management may also choose (3) to acquire shares under preclusion of shareholders' pre-emptive tender rights by ways other than via the stock exchange or via a tender offer directed to all shareholders or an invitation to submit such a tender,

- if the purchase is effected in conjunction with the acquisition of or merger with companies or with the acquisition of investments in companies,

or

- if the acquisition relates to a block of shares of at least 1% of the share capital and such acquisition is in pursuit of one or several purposes that are of priority interest to the Company and is suitable and necessary to fulfil these purposes. This is in particular the case, if the purchase via the stock exchange, or via a tender offer directed to all shareholders or an invitation to submit such a tender would be too costly, too time-consuming or – with a view to safeguarding the interests of shareholders – otherwise deemed unreasonable.
- (1) For shares acquired via the stock exchange, the purchase price paid by the Company per share (excluding transaction costs) must not exceed or fall short of the opening quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the day of trading by more than 10 %.
  - (2) For shares acquired via a tender offer directed to all shareholders or an invitation to submit such a tender, the stated purchase price or the caps of the purchase price spread per share (excluding transaction costs) must not exceed or fall short of the average closing quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last five days of trading preceding the public announcement of the Company's tender offer or invitation to submit such a tender by more than 15 %. Should there be significant deviations from the relevant price subsequent to the announcement of a tender offer or an invitation to submit such a tender, the tender offer or invitation to submit such a tender may be adapted. In this event, the price shall be geared to the average closing quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last five days of trading preceding the public announcement of any such adjustment. Should the tender offer be oversubscribed or should, in the event of an invitation to submit such a tender, several equal tenders be received and not all can be accepted, a quota allotment may be performed. Preference may be given to smaller allotments of up to 100 shares tendered per shareholder. The tender offer or invitation to submit such a tender may specify further conditions.
  - (3) If the shares are acquired other than via the stock exchange or via a tender offer to all shareholders or an invitation to submit such a tender, the amount per share paid by the Company (excluding transaction costs) must not exceed the average closing quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last ten days of trading preceding the acquisition of the shares. However, in this case, the Company may acquire the shares at an amount that is lower than the price thus determined (up to 0 euros).

#### c) Disposal of treasury shares

The Board of Management shall be authorised, subject to consent by the Supervisory Board, to dispose of treasury shares acquired under the Authorisation stated in a) and b) under suspension of shareholders' pre-emptive rights in other ways than via the stock exchange or by an offer to all shareholders,

- if the disposal price to be paid in cash is not significantly lower than the stock market price of the shares. Not significantly lower in this sense means that the sales price does not fall short of the average closing quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last five days of trading prior to the disposal of the shares by more than 5 %. Taken together with the number of new shares that may be issued from Authorised Capital with pre-emptive rights precluded based on co-existing Authorisations in accordance with § 186 (3) sentence 4 Aktiengesetz (German Stock Corporation Act) and with the number of shares that may be created through the exercise of warrants and/or conversion rights or the fulfilment of conversion obligations issued with pre-emptive rights precluded based on a co-existing Authorisation in accordance with § 186 (3) sentence 4 Aktiengesetz (German Stock Corporation Act), the number of shares disposed of in this manner must not exceed 10 % of the share capital;

or

- as consideration for third parties in conjunction with corporate acquisitions or mergers or acquisitions of investments in companies.

#### d) Retirement and cancellation of own shares

The Board of Management shall be authorised, subject to consent by the Supervisory Board, to retire and cancel shares acquired on the basis of the Authorisation stated in a) and b), wholly or in part, without the retirement and cancellation or execution thereof requiring a further resolution by the Annual Meeting of Shareholders. The Board of Management may decide not to reduce the share capital in conjunction with the cancellation of the shares, thereby increasing the proportional amount of the share capital attributable to the remaining shares, pursuant to § 8 (3) Aktiengesetz (German Stock Corporation Act). In this event, the Board of Management is authorised to adapt the reference to the number of shares in the Articles of Association.

#### e) Exercise in parts

All aforementioned Authorisations may be exercised by the Company wholly or in part, once or several times, in pursuit of one or several purposes. The Authorisations – with the exception of the Authorisation to retire and cancel own shares – may also be exercised by third parties acting for account of the Company.

#### f) Preclusion of pre-emptive rights for disposals

Shareholders' pre-emptive rights shall be precluded, insofar as these shares are used in accordance with the aforementioned Authorisation as stated in c).

\* \* \*

Report of the Board of Management consistent with §§ 71 (1) No. 8 sentence 5; 186 (4) sentence 2 Aktiengesetz (German Stock Corporation Act) on Agenda Item 6 concerning the reasons for authorising the Board of Management to preclude shareholders' pre-emptive tender rights and subscription rights for purchases and disposals of own shares

Pursuant to § 71 (1) No. 8, the Aktiengesetz (German Stock Corporation Act) provides for the purchase of own shares up to a total of 10 % of the share capital, subject to authorisation by the Annual Meeting of Shareholders. The Board of Management was authorised by resolution adopted at the Annual Meeting on 14 March 2008 to purchase own shares in conformity with § 71 (1) No. 8 Aktiengesetz (German Stock Corporation Act). The Board of Management has not yet applied this Authorisation, which is valid up to and including 13 September 2009. The resolution submitted under Item 6 of the Agenda provides for New Authorisation to be granted to the Board of Management to purchase own shares, which, taken together with the own shares already held by the Company, may not exceed 10 % of the share capital. The Existing Authorisation shall be cancelled beginning at the time the New Authorisation takes effects, to the extent that it has not yet been utilised.

##### (1) Preclusion of pre-emptive tender rights in purchasing own shares

The Authorisation to acquire own shares is intended to put the Board of Management in a position to utilise the financial instrument of share repurchases in the interest of the Company and its shareholders.

The repurchases must principally be effected via the stock exchange ("**repurchases via the stock exchange**") or via tender offer to all shareholders or invitation to submit such a tender ("**repurchases via tender offer**"). However, based on the proposed Authorisation in Agenda Item 6 b), the Board of Management is also to be authorised to purchase own shares under suspension of shareholders' pre-emptive tender rights in other ways than via the stock exchange, via tender offer to all shareholders or invitation to submit such a tender ("**repurchases in the open market**"), if the repurchases are effected in conjunction with corporate acquisitions or mergers or the acquisition of investments in companies, or if the purchase relates to a block of shares of at least 1 % of the current share capital and such purchase is in pursuit of a purpose that is of priority interest to the Company and which is suitable and necessary to fulfil these purposes. This is in particular the case, if purchases via the stock exchange or via tender offer to all shareholders or invitation to submit such a tender would be too costly, too time-consuming or – with a view to safeguarding the interests of shareholders – otherwise deemed unreasonable.

The German Stock Corporation Act (Aktiengesetz) concretely deals with the disposal of own shares outside the stock exchange in § 71 (1) No. 8 sentence 5, whereas for the purchase of own shares outside the stock exchange and, in particular, in the open market, the law only requires ensuring that the principle of equal treatment of shareholders pursuant to § 53a Aktiengesetz (German Stock Corporation Act) is upheld. Thus, when acquiring shares, the Board of Management must principally act neutrally and ensure equal opportunities. However, the principle of equality is interpreted not in the absolute sense, but in terms of prohibition of arbitrariness. It is generally accepted that formally unequal treatment is admissible if it is objectively justifiable.

- a) Should, in conjunction with repurchases through a tender offer, the tender offer be oversubscribed, or, in the event of an invitation to submit such a tender, several equal tenders be received and not all can be accepted, tenders may be accepted proportionately in relation to the shares subscribed or tendered. However, according to Item 6 b) (2) of the Agenda, preferential acceptance of smaller allotments of up to 100 shares per shareholder is admissible. Shareholders' pre-emptive rights in excess of this are thus precluded. This option serves to avoid fractional amounts and small residual quantities in determining the quotas to be repurchased and, consequently, simplifies technical settlement procedures. This does not result in any disadvantages to shareholders.
- b) Repurchases in the open market permit the Company to acquire own shares from one or a number of shareholders under suspension of shareholders' pre-emptive tender rights, when the purchase is in conjunction with corporate acquisitions or mergers or acquisitions of investments in enterprises. This puts the Company in a position to flexibly structure its acquisition financing and, for instance, to repurchase shares in the Company issued as consideration in kind in conjunction with purchase price adjustments.
- c) Repurchases in the open market also considerably enhance the Company's scope to quickly and flexibly acquire blocks of shares of at least 1% of the share capital offered in the market. In view of the comparatively low market capitalisation of Deutsche Beteiligungs AG, purchases or disposals of blocks of shares can impact share prices, which is avoidable through the proposed Authorisation to be granted in Agenda Item 6 in the interest of the Company and its shareholders. Furthermore, in comparison to acquisitions based on formal equal treatment, there is considerable potential for saving incremental charges. The price is based on the average closing quotation for the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last ten days of trading prior to the purchase of the shares and may not exceed this average closing quotation. However, the Company may purchase such shares at a lower price than is thus determined (up to 0 euros). This ensures a fair price determination in the interest of the Company and for the protection of shareholders.



For shareholders, repurchases in the open market do not result in any disadvantages, if such repurchases are in the interest of the Company and – with a view to safeguarding the interests of shareholders – is deemed to be reasonable. The proposed resolution in Agenda Item 6 b) allows for this.

In taking decisions on the purchase of shares under suspension of pre-emptive tender rights, the Board of Management will be guided exclusively by the interests of the Company and those of the shareholders.

## (2) Preclusion of subscription rights for disposals of treasury shares

The option of selling treasury shares serves as a simplified means to generate funds. In conformity with § 71 (1) No. 8 sentence 5 Aktiengesetz (German Stock Corporation Act), the Annual Meeting of Shareholders may authorise the Company to dispose of shares in other ways than via the stock exchange or an offer to all shareholders on condition that, consistent with § 186 (3) sentence 4 Aktiengesetz (German Stock Corporation Act), treasury shares are sold at prices that do not substantially fall short of the stock market price of the Company's shares at the time of the sale. The preclusion of shareholders' pre-emptive rights in Agenda Item 6 c), first hyphen, is legally admissible and common practice.

In light of the intense competition on equity markets, the possibility of selling own shares with pre-emptive rights excluded and in other ways than via the stock exchange or an offer to all shareholders is in the Company's interest. This creates opportunities for the Company to quickly and flexibly offer own shares to national and international investors, expand the shareholder base and stabilise the share value. Selling treasury shares at prices that do not substantially fall short of stock market prices and limiting the proportion of treasury shares to a maximum of 10 % of the share capital sufficiently safeguard the financial interests of shareholders.

Additionally, the Authorisation stipulated in the recommended resolution in Agenda Item 6 c), second hyphen, enables the Company to have treasury shares available to offer as consideration in conjunction with the acquisition of enterprises or investments in companies. There is growing demand for this form of consideration in the market for acquisitions and investments. The proposed Authorisation is intended to grant the Company the required flexibility to quickly and flexibly exploit opportunities that arise to acquire companies or interests in companies.

In taking its decisions on the use of treasury shares, the Board of Management will be guided exclusively by the interests of the Company and those of the shareholders.

The Board of Management will report on the application of the aforementioned Authorisations at the next Annual Meeting.

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7. Amendments to the Articles of Association on the convocation, the broadcasting of and the right to attend the Annual Meeting as well as on the appointment of a proxy holder to exercise voting rights in adaptation of the upcoming Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG)

A government draft in the wording of the counter-statement by the German government in response to the position of the Bundesrat (BT-Drucks. 16/11642 dated 21 January 2009) (“Government Draft”) has been issued for an Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG). The ARUG is expected to come into force in the second half of 2009 – or prior to the Company’s next ordinary Annual Meeting. The ARUG will introduce, among other things, amendments regarding the timing for the convocation of and the requirements to participate in the Annual Meeting as well as the procedures for voting by proxy. In order to avoid any uncertainty in the convocation of the 2010 Annual Meeting, it is proposed to adapt the Company’s Articles of Association to the expected stipulations in anticipation of the ARUG.

7.1 Amendment to § 13 of the Articles of Association (Convocation)

The Board of Management and the Supervisory Board submit the following resolution for adoption:

§ 13 (2) of the Articles of Association shall be amended as follows:

“(2) Notice of the meeting shall be given in the electronic Federal Gazette (elektronischer Bundesanzeiger) at least thirty-six days prior to the day of the Annual Meeting, insofar as the law does not prescribe a different notice period. The day of the Annual Meeting and the day on which notice of the meeting is given shall not be counted.”

The Board of Management is instructed to submit for registration in the Register of Companies the above resolution in Agenda Item 7.1 concerning the amendment to the Articles of Association when and only when § 123 Aktiengesetz (German Stock Corporation Act) is promulgated as part of a new Act in the Federal Law Gazette in the wording of the government draft of the Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG). Insofar as the wording of the version promulgated in the Federal Law Gazette differs from that of the government draft, the adopted resolution in Agenda Item 7.1 shall nonetheless be submitted for registration in the Register of Companies if the discrepancies have no bearing on the wording of the amendment to the Articles of Association.

## 7.2 Amendment to § 14 of the Articles of Association (Requirements for participation)

The Board of Management and the Supervisory Board submit the following resolution for adoption:

§ 14 of the Articles of Association shall be amended as follows:

“Those shareholders who have registered for the Annual Meeting and who have provided proof of their shareholdings shall be entitled to participate at the Annual Meeting and to exercise voting rights. Proof of shareholdings must be provided by a confirmation issued in text form in German or in English by the depository bank and relate to the beginning of the twenty-first day prior to the Annual Meeting. Registration and proof of shareholdings must reach the Company at the address stated in the notification of the convocation of the meeting no later than six days prior to the Annual Meeting. The day of the Annual Meeting and the day of receipt of the documents shall not be counted.”

The Board of Management is instructed to submit for registration in the Register of Companies the above resolution in Agenda Item 7.2 concerning the amendment to the Articles of Association when and only when § 123 Aktiengesetz (German Stock Corporation Act) is promulgated as part of a new Act in the Federal Law Gazette in the wording of the government draft of the Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG). Insofar as the wording of the version promulgated in the Federal Law Gazette differs from that of the government draft, the adopted resolution in Agenda Item 7.2 shall nonetheless be submitted for registration in the Register of Companies if the discrepancies have no bearing on the wording of the amendment to the Articles of Association

## 7.3 Amendment to § 15 of the Articles of Association (Voting right and appointment of a proxy holder)

The Board of Management and the Supervisory Board submit the following resolution for adoption:

§ 15 (3) of the Articles of Association shall be amended as follows:

Voting rights may be exercised by proxy. The appointment of a proxy holder other than a bank, a shareholders' association, or one of the other persons defined in § 135 Aktiengesetz (German Stock Corporation Act), the revocation thereof, and notification of the appointment to the Company shall be subject to the formal requirements as stipulated by law for listed companies.”

The Board of Management is instructed to submit for registration in the Register of Companies the above resolution in Agenda Item 7.3 concerning the amendment to the Articles of Association when and only when § 123 Aktiengesetz (German Stock Corporation Act) is promulgated as part of a new Act in the Federal Law Gazette in the wording of the government draft of the Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG). Insofar as the wording of the version promulgated in the Federal Law Gazette differs from that of the government draft, the adopted resolution in Agenda Item 7.3 shall nonetheless be submitted for registration in the Register of Companies if the discrepancies have no bearing on the wording of the amendment to the Articles of Association

#### 7.4 Amendment to § 16 of the Articles of Association (Broadcasting of the Annual Meeting)

The Board of Management and the Supervisory Board submit the following resolution for adoption:

§ 16 (4) of the Articles of Association shall be amended as follows:

“The Board of Management shall be authorised to permit broadcasting the Annual Meeting audio-visually. An announcement to that end will be made in the notice of the Meeting.”

The Board of Management is instructed to submit for registration in the Register of Companies the above resolution in Agenda Item 7.1 concerning the amendment to the Articles of Association when and only when § 123 Aktiengesetz (German Stock Corporation Act) is promulgated as part of a new Act in the Federal Law Gazette in the wording of the government draft of the Act on the Implementation of the Directive on the Exercise of Certain Rights of Shareholders (Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG). Insofar as the wording of the version promulgated in the Federal Law Gazette differs from that of the government draft, the adopted resolution in Agenda Item 7.1 shall nonetheless be submitted for registration in the Register of Companies if the discrepancies have no bearing on the wording of the amendment to the Articles of Association

#### Participation in the Annual Meeting

Shareholders who have registered for the Annual Meeting and have presented proof of share ownership to the Company are entitled to participate in the Annual Meeting and exercise their voting right. Proof of share ownership must be issued and certified by their depository bank in text form in either English or German and must relate to the beginning of the twenty-first day prior to the Annual Meeting, which is 5 March 2009, 00:00 hours (midnight).

Registration and proof of share ownership must reach the Company by no later than the seventh day prior to the Annual Meeting, which is 19 March 2009, 24:00 hours (midnight), at the following address:

Deutsche Beteiligungs AG  
c/o Deutsche Bank AG  
General Meetings  
P.O. Box 20 01 07  
D-60605 Frankfurt am Main

Fax: +49 (0) 69 12012-86045

Admission tickets will be sent to shareholders entitled to attend the Annual Meeting. Shareholders are asked to submit proof of their share ownership to the Company as early as possible to ensure that they receive their admission tickets in time for the Meeting.

#### Voting by proxy

Shareholders may elect a third party, such as a bank or shareholders' association, to exercise their voting right. This also requires registration and proof of share ownership in due form. Notification of the appointment of a proxy holder other than a bank, a shareholders' association or one of the other persons defined in § 135 Aktiengesetz (German Stock Corporation Act) must be made in writing or by fax. Shareholders may use the form sheets provided together with the admission ticket for this purpose.

Shareholders may make use of a special service offered by the Company of appointing prior to the Annual Meeting a proxy designated by the Company who is bound by their directives. The appointment of and instructions for the proxy holder must be issued in writing and forwarded by post or fax. Shareholders may use the form sheets provided together with the admission ticket for this purpose.

We kindly request that shareholders wishing to appoint the proxy holder designated by the Company return the filled-in appointment and instruction forms by no later than Monday, 23 March 2009 to

Deutsche Beteiligungs AG  
Kleine Wiesenau 1  
D-60323 Frankfurt am Main  
Fax: +49 (0) 69 95787 -199 or -391

### Webcast of the Annual Meeting

Please note that it is intended to webcast the complete Annual Meeting on the Internet as specified in § 16 (4) of the Company's Articles of Association, making the Meeting publicly accessible.

### Total number of shares outstanding and voting rights at the time the Annual Meeting was convened

The share capital of the Company amounts to 48,533,334.20 euros and is denominated into 13,676,359 no par-value shares, all carrying the same voting and dividend rights.

### Counter motions and nominations

Counter motions and nominations for elections by shareholders in accordance with §§ 126 (1); 127 Aktiengesetz (German Stock Corporation Act) must be directed to Deutsche Beteiligungs AG, Kleine Wiesenau 1, D-60323 Frankfurt am Main. Counter motions and nominations for elections by shareholders that are received at the aforementioned address at least two weeks prior to the date of the Annual Meeting will be published, subject to meeting the requirements in §§ 126, 127 Aktiengesetz (German Stock Corporation Act), on the Internet at

[www.deutsche-beteiligung.de](http://www.deutsche-beteiligung.de)

Counter motions and nominations for elections addressed otherwise will not be considered. Any commentary by management will also be published at the Internet site stated above.

Frankfurt am Main, February 2009

Deutsche Beteiligungs AG

The Board of Management

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