

Draft of the resolution to transfer shares in accordance with Section 327a(1) sentence 1 in conjunction with Section 327c(3) no. 1 of the *Aktiengesetz* (AktG - German Stock Corporation Act)

“ The no-par value registered shares held by other shareholders (minority shareholders of Deutsche Postbank AG) shall be transferred to Deutsche Bank Aktiengesellschaft, domiciled in Frankfurt am Main, entered in the commercial register of Frankfurt am Main Local Court under the number HRB 30000 (majority shareholder), in return for a cash settlement of €35.05 per no-par value registered share to be made by Deutsche Bank Aktiengesellschaft, in accordance with the procedure for squeezing out minority share-holders (sections 327a ff. of the *Aktiengesetz* [AktG – German Stock Corporation Act]). ”