

2013

Invitation to the Annual General Meeting 2013

Deutsche Postbank AG, Bonn
German Securities Code (WKN) 800 100
ISIN DE0008001009

We hereby invite the shareholders
of our Company to the

Annual General Meeting

to be held on May 28, 2013,
at 10:00 a.m. CEST
at Maritim Hotel Bonn, Godesberger Allee
(access: Kurt-Georg-Kiesinger-Allee 1),
53175 Bonn, Germany.

Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, of the management reports for the Company and the Group (including the explanations on the disclosures in accordance with sections 289(4) and 315(4) of the *Handelsgesetzbuch* [HGB – German Commercial Code]) as well as the Report of the Supervisory Board for fiscal year 2012

On March 22, 2013, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board, and hence adopted the annual financial statements. Therefore, no resolution of the Annual General Meeting is required by law on this agenda item and, consequently, none has been scheduled. The documents mentioned under this agenda item are available for inspection on the Company's website at <http://ir.postbank.de/hv2013>. These documents will also be available for inspection, and will be explained, at the Annual General Meeting.

2. Resolution on the formal approval of the actions of the Management Board

The Management Board and the Supervisory Board recommend that the actions in fiscal year 2012 of the members of the Management Board in office be formally approved.

3. Resolution on the formal approval of the actions of the Supervisory Board

The Management Board and the Supervisory Board recommend that the actions in fiscal year 2012 of the members of the Supervisory Board in office be formally approved.

4. Election of the auditors for fiscal year 2013, interim financial statements

In line with the recommendation of its Audit Committee, the Supervisory Board recommends that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, be elected as the auditors of the Company and the Group for fiscal year 2013 and as the auditors for the review of the condensed set of financial statements contained in the half-yearly financial report and of the interim management

report, as well as for the consolidated interim financial statements prepared prior to the 2014 Annual General Meeting.

5. Resolution on the creation of new Authorized Capital I while disapplying shareholders' preemptive rights and on the corresponding amendment to the Articles of Association as well as on the cancellation of the existing Authorized Capital

By way of a resolution adopted by the Annual General Meeting on April 22, 2009, the Management Board was authorized, with the consent of the Supervisory Board, to increase the share capital by up to two hundred seventy-three million five hundred thousand euros by issuing new no-par value registered shares against cash contribution and/or contribution in kind (Authorized Capital).

The Authorized Capital in accordance with Article 4(6) of the Articles of Association created by way of a resolution adopted by the Annual General Meeting on April 22, 2009, expires effective April 21, 2014.

Authorized capital is a key instrument in corporate finance. It enables the Company to adjust its capital resources to its business needs at any time and at short notice. In order to grant the Management Board flexibility for any capitalization measures in the future as well, a new Authorized Capital I in the amount of two hundred eighteen million eight hundred thousand euros is therefore to be created in addition to the Authorized Capital II to be resolved under agenda item 6. The Authorized Capital I is intended to replace the Authorized Capital that expires on April 21, 2014, and is to be made available again in a comparable form for cash and non-cash capital increases.

As was the case for the previous Authorized Capital, the Management Board is to be authorized to disapply shareholders' preemptive rights for fractions.

The Management Board and the Supervisory Board propose the following resolution:

a) Creation of new Authorized Capital I

The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital on one or more occasions in whole or in part by up to a total of two hundred eighteen million eight hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contribution and/or contribution in kind, including mixed contribution in kind (Authorized Capital I).

The shareholders must generally be granted preemptive rights. The new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, the Management Board is authorized, with the consent of the Supervisory Board, to disapply shareholders' preemptive rights for fractions. The Management Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its implementation.

b) Article 4(6) of the Articles of Association will be amended as follows:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital on one or more occasions in whole or in part by up to two hundred eighteen million eight hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contribution and/or contribution in kind, including mixed contribution in kind (Authorized Capital I).

The shareholders must generally be granted preemptive rights. The new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, the Management Board is authorized, with the consent of the Supervisory Board, to disapply shareholders' preemptive rights for fractions. The Management Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its implementation."

c) Cancellation of the authorization dated April 22, 2009

The authorization of Authorized Capital in accordance with Article 4(6) of the Articles of Association granted by the Annual General Meeting held on April 22, 2009, under agenda item 8 will be canceled when this resolution takes effect.

The Management Board is instructed to submit the resolution on the new Authorized Capital I to be resolved under this agenda item for entry in the commercial register in such a way that the Authorized Capital I is only entered if the cancellation of the existing Authorized Capital also resolved under this agenda item has previously been entered.

6. Resolution on the creation of Authorized Capital II while disapplying shareholders' preemptive rights and on the corresponding amendment to the Articles of Association

By way of a resolution adopted by the Annual General Meeting on April 22, 2009, the Management Board was authorized, with the consent of the Supervisory Board, to increase the share capital by up to two hundred seventy-three million five hundred thousand euros by issuing new no-par value registered shares against cash contribution and/or contribution in kind (Authorized Capital).

The Authorized Capital in accordance with Article 4(6) of the Articles of Association created by way of a resolution adopted by the Annual General Meeting on April 22, 2009, expires effective April 21, 2014.

Authorized capital is a key instrument in corporate finance. It enables the Company to adjust its capital resources to its business needs at any time and at short notice. In order to grant the Management Board flexibility for any capitalization measures in the future as well, a new Authorized Capital II in the amount of fifty-four million seven hundred thousand euros is therefore to be created for cash capital increases in addition to the Authorized Capital I to be resolved under agenda item 5.

Above and beyond the authorization granted to the Management Board in the previous Authorized Capital to disapply preemptive rights for fractions, the Management Board is to also be authorized, with the consent of the Supervisory Board, to disapply shareholders' preemptive rights if the capital increase is made against cash contributions, if it does not exceed an amount of 10 % of the share capital, and if the issue price of the new shares is close to the quoted price (simplified disapplication of preemptive rights).

The Management Board and the Supervisory Board propose the following resolution:

a) Creation of new Authorized Capital II

The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital on one or more occasions in whole or in part by up to a total of fifty-four million seven hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contributions (Authorized Capital II).

The shareholders must generally be granted preemptive rights. The new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, the Management Board is authorized, with the consent of the Supervisory Board, to disapply shareholders' preemptive rights

(a) if the capital increase is made against cash contributions, if the issue price of the new shares is not materially lower than the quoted market price of existing listed shares at the time the issue price is finalized, and if the aggregate number of shares issued for which preemptive rights are to be disappplied in accordance with section 186(3) sentence 4 of the *Aktiengesetz* (AktG – German Stock Corporation Act) does not exceed 10 % of the share capital that the Company holds at the time this authorization comes into effect or, if lower, at the time the option is exercised. This limit of 10 % of the share capital shall also include shares that are issued or sold during the authorization period while disapplying preemptive rights in direct or corresponding application of section 186(3) sentence 4 of the AktG. Shares that are issued or that could be issued to service bonds with warrants, convertible bonds and/or income bonds as well as profit participation certificates shall also be counted towards this limit, to the extent that the above-mentioned bonds or profit participation certificates were issued during the authorization period while disapplying preemptive rights by application of section 186(3) sentence 4 of the AktG with the necessary modifications,

(b) to disapply shareholders' preemptive rights for fractions.

The Management Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its implementation.

b) Article 4(7) of the Articles of Association will become a new Article 4(8). Article 4(7) of the Articles of Association will be reformulated as follows:

„The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital on one or more occasions in whole or in part by up to a total of fifty-four million seven hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contributions (Authorized Capital II).

The shareholders must generally be granted preemptive rights. The new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, the Management Board is authorized, with the consent of the Supervisory Board, to disapply shareholders' preemptive rights

if the capital increase is made against cash contributions, if the issue price of the new shares is not materially lower than the quoted market price of existing listed shares at the time the issue price is finalized, and if the aggregate number of shares issued for which preemptive rights are to be disappplied in accordance with section 186(3) sentence 4 of the AktG does not exceed 10 % of the share capital that the Company has at the time this authorization comes into effect or, if lower, at the time the option is exercised. This limit of 10 % of the share capital shall also include shares that are issued or sold during the authorization period while disapplying preemptive rights in direct or corresponding application of section 186(3) sentence 4 of the AktG. Shares that are issued or that could be issued to service bonds with warrants, convertible bonds and/or income bonds as well as profit participation certificates shall also be counted towards this limit, to the extent that the above-mentioned bonds or profit participation certificates were issued during the authorization period while disapplying preemptive rights by application of section 186(3) sentence 4 of the AktG with the necessary modifications,

to disapply shareholders' preemptive rights for fractions.

The Management Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its implementation."

c) The Management Board is instructed to submit the resolution on the new Authorized Capital II to be resolved under this agenda item for entry in the commercial register in such a way that the Authorized Capital II is only entered if the cancellation of the existing Authorized Capital resolved under agenda item 5 has previously been entered.

Regarding item 5 of the agenda:

Report by the Management Board to the Annual General Meeting regarding item 5 of the agenda in accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 of the AktG

In accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 of the AktG, the Management Board has prepared the following written report to the Annual General Meeting convened for May 28, 2013, with respect to the creation of Authorized Capital I proposed under agenda item 5:

The new Authorized Capital I is intended to replace the Authorized Capital that expires on April 21, 2014, in a comparable form.

Under the new Authorized Capital I, the Management Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions in whole or in part by up to two hundred eighteen million eight hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contribution and/or contribution in kind, including mixed contribution in kind. The shareholders must generally be granted preemptive rights when the Authorized Capital I is utilized. In accordance with sections 203(1) sentence 1 and 186(5) of the AktG, the new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, preemptive rights may be disappplied with the consent of the Supervisory Board in the following case:

The proposed resolution allows the Management Board to disapply shareholders' preemptive rights for fractions. The authorization to disapply preemptive rights for any fractions serves to achieve whole subscription ratios when new shares are issued, while safeguarding shareholders' statutory preemptive rights. Without such an authorization, implementing the capital increase and exercising preemptive rights would be significantly more difficult. The Management Board ensures when determining the total amount of the capital increase and the subscription ratio that the number of fractions is kept to a minimum. The new shares counting as fractions for which shareholders' preemptive rights have been disappplied are sold at best for the Company either via the stock exchange or in another way. The Management Board

shall determine the details when it increases the share capital and shall announce this in the Company's journals of record and on the Company's website.

The Management Board will carefully examine whether disapplication of shareholders' preemptive rights is in the Company's – and therefore also in shareholders' – best interests. The Supervisory Board will also only give the requisite consent if these requirements have been met.

In the event that the above-mentioned authorization is exercised, the Management Board will report on this to the next General Meeting.

Regarding item 6 of the agenda:

Report by the Management Board to the Annual General Meeting regarding item 6 of the agenda in accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 of the AktG

In accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 of the AktG, the Management Board has prepared the following written report to the Annual General Meeting convened for May 28, 2013, with respect to the proposed creation of Authorized Capital II under agenda item 6:

Under the new Authorized Capital II, the Management Board is authorized, with the consent of the Supervisory Board, to increase the Bank's share capital on one or more occasions in whole or in part by up to a total of fifty-four million seven hundred thousand euros in the period up to May 27, 2018, by issuing new no-par value registered shares against cash contributions. The shareholders must generally be granted preemptive rights when the Authorized Capital II is utilized. In accordance with sections 203(1) sentence 1 and 186(5) of the AktG, the new shares may also be underwritten by a bank or a syndicate of banks specified by the Management Board with the obligation of offering them to the shareholders for subscription (indirect preemptive rights). However, preemptive rights may be disapplied with the consent of the Supervisory Board in the following cases:

The proposed resolution provides the opportunity for simplified disapplication of preemptive rights in accordance with section 186(3) sentence 4 of the AktG and hence puts the management in a position to exploit favorable stock market conditions at short notice by using market-driven pricing to achieve an issue price that is as

high as possible and hence to strengthen its own funds to the maximum amount possible. This opportunity is highly important in view of the special capital requirements for banks. The Company can also save the time and money associated with settling the preemptive rights. The issue price of the new shares may not be materially lower than the quoted market price of existing listed shares at the time the issue price is finalized. This gives shareholders the opportunity to acquire the shares necessary to preserve their percentage interest at largely similar conditions via the stock market, thus doing justice to the principle of antidilution. The Management Board will also attempt to keep any discount to the quoted market price at a low level, taking into account the current market situation. The aggregate increase in the share capital may not exceed the amount of 10 % of the share capital that the Company holds at the time this authorization comes into effect or, if lower, at the time the option is exercised. The limit of 10 % of the share capital shall also include those shares that are issued or sold during the authorization period while disapplying preemptive rights in direct or corresponding application of section 186(3) sentence 4 of the AktG. Shares that are issued or that could be issued to service bonds with warrants, convertible bonds and/or income bonds as well as profit participation certificates shall also be counted towards this limit, to the extent that the above-mentioned bonds or profit participation certificates were issued during the authorization period while disapplying preemptive rights by application of section 186(3) sentence 4 of the AktG with the necessary modifications. The inclusion in the limit also ensures that purchased own shares are not sold while disapplying shareholders' preemptive rights in accordance with section 186(3) sentence 4 of the AktG, if this would lead to shareholders' preemptive rights being disappplied for a total of more than 10 % of the share capital without a specific objective reason as a result of the direct or indirect application of section 186(3) sentence 4 of the AktG.

The proposed resolution additionally allows the Management Board to disapply shareholders' preemptive rights for fractions. The authorization to disapply preemptive rights for any fractions serves to achieve whole subscription ratios when new shares are issued, while safeguarding shareholders' statutory preemptive rights. Without such an authorization, implementing the capital increase and exercising preemptive rights would be significantly more difficult. The Management Board ensures when determining the total amount of the capital increase and the subscription ratio that the number of fractions is kept to a minimum. The new shares counting as fractions for which shareholders' preemptive rights have been disappplied are sold at best for the Company either via the stock exchange or in another way. The Management Board shall determine the details when it increases the share

capital and shall announce this in the Company's journals of record and on the Company's website.

The Management Board will carefully examine whether disapplication of shareholders' preemptive rights is in the Company's – and therefore also in shareholders' – best interests. The Supervisory Board will also only give the requisite consent if these requirements have been met.

In the event that the above-mentioned authorization is exercised, the Management Board will report on this to the next General Meeting.

* * *

Total number of shares and voting rights

A total of two hundred eighteen million, eight hundred thousand no-par value shares are in issue as of the date on which the Annual General Meeting is convened. Each share in issue grants the holder one vote. There are two hundred eighteen million, eight hundred thousand voting rights.

Attending the Annual General Meeting and exercising voting rights

To attend the Annual General Meeting and exercise their voting rights there, the Company's shareholders must be entered in the Company's share register on the date of the Annual General Meeting and must have registered their attendance with the Company in good time in text form (section 126b of the *Bürgerliches Gesetzbuch* [BGB – German Civil Code]) or by means of electronic communication, more information about which is available from the password-protected Internet service at <http://ir.postbank.de/hv2013>.

The registration must have been received by the Company by the end of May 21, 2013 (24:00 CEST) at the latest at the following address:

Deutsche Postbank AG, Aktionärsservice, Postfach 1460, 61365 Friedrichsdorf, Germany,

by e-mail at: hv2013@postbank.de,

by fax at: +49 (0)69 - 22 22 34 292,

or using our password-protected Internet service at:

<http://ir.postbank.de/hv2013>.

Shareholders who have not registered to receive the documents convening the Annual General Meeting by e-mail will receive the user code and personal access number needed to use the personal Internet service together with the documents convening the Annual General Meeting by post. The Internet service can be used to register and for the functions relating to granting proxies described below as from May 2, 2013.

In accordance with section 67(2) sentence 1 of the AktG, only shareholders who are entered as such in the share register are deemed to be shareholders of the Company. Shareholders may continue to freely dispose of their shares after having registered to attend. However, for technical reasons, applications to amend the share register will not be processed from May 25, 2013 (00:00 CEST) until the end of May 28, 2013 (24:00 CEST). The shareholdings recorded in the share register as of May 24, 2013 (24:00 CEST) shall therefore be decisive for determining the right to attend the Annual General Meeting and exercise voting rights. Purchasers of shares whose application to record the change in ownership is received by the Company after May 24, 2013, thus cannot exercise rights of attendance or voting rights for these shares unless they have obtained a power of attorney to do so or have been granted authority to exercise these rights. In such cases, the right to attend and the right to vote remains with the shareholder entered in the share register until the change in ownership is recorded.

Shareholders registered in the share register may appoint a proxy – including a bank, a shareholders' association, or another equivalent institution or person in accordance with section 135 of the AktG – to exercise their voting rights on their behalf.

In accordance with section 134(3) sentence 3 of the AktG and Article 17(3) of the Articles of Association, proxies can only be granted and revoked, and proof that a proxy has been issued must be submitted to the Company, in text form (section 126b of the BGB) or by means of electronic communication, more information about which is available from the password-protected Internet service at <http://ir.postbank.de/hv2013>. Under section 134(3) sentence 3 of the AktG and the Articles of Association, written form is not required if shareholders intend to appoint a bank, a shareholders' association, or another equivalent institution or person in accordance with section 135 of the AktG to serve as proxy on their behalf. However, we would like to draw attention to the fact that, in such instances, the persons to be appointed as proxies may require a particular form of proxy because they are required under section 135 of the AktG to maintain verifiable records of proxies issued. If the shareholders wish to authorize a bank, a shareholders' association, or another equivalent institution or person in accordance with section 135 of the AktG to act as a proxy for them, we recommend that the shareholders agree the form of the proxy potentially required with the institutions or persons concerned.

A bank, a shareholders' association, or another equivalent institution or person in accordance with section 135 of the AktG that is entered in the share register may only exercise voting rights for shares not belonging to it by virtue of an authorization issued by the shareholder.

Forms that can be used to grant proxies are printed on the attendance cards for the Annual General Meeting. In addition, proxies can be issued using the Internet service at <http://ir.postbank.de/hv2013> as part of the procedure for ordering attendance cards. A special proxy dialog is also available via this service, which allows proxies to be granted and at the same time enables proof of the appointment of proxies to be submitted electronically. To use this proxy dialog, shareholders need to have ordered an attendance card and to enter the number for it. For technical reasons, the proxy dialog can only be provided until 24:00 CEST on May 27, 2013.

Proof that a proxy has been issued can also be submitted to the Company by e-mail at the following address: hv2013@postbank.de.

We offer our shareholders who do not wish to attend the Annual General Meeting in person or to be represented by a proxy of their choice the opportunity to be represented at the Annual General Meeting by employees of the Company. The proxy document and instructions on how the proxies appointed by the Company are to vote must be submitted in text form (section 126b of the BGB) or by means of electronic communication, more information about which is available from the password-protected Internet service at <http://ir.postbank.de/hv2013>. If the proxy document and instructions on how the proxies appointed by the Company are to vote are to be submitted together with the registration, they must be received by the Company via one of the registration channels specified above in relation to the registration procedure by the end of May 21, 2013. Shareholders who have registered by the end of May 21, 2013, can also grant proxies and provide voting instructions to the proxies appointed by the Company, amend their instructions if desired, or revoke their proxies at <http://ir.postbank.de/hv2013> until 24:00 CEST on May 27, 2013.

If shareholders appoint more than one person to serve as proxy, the Company may reject one or more of these persons.

Please also read the notes contained in the invitation documents.

Shareholders' rights

Motions and election proposals by shareholders in accordance with sections 126(1) and 127 of the AktG

Shareholders may submit countermotions to motions proposed by the Management Board and/or the Supervisory Board regarding specific agenda items, as well as election proposals for the auditors. Countermotions must include supporting reasoning. Countermotions, election proposals, and related shareholder questions for the Annual General Meeting must be sent solely to the following addresses. Countermotions and election proposals sent to any other address will not be considered.

Deutsche Postbank AG
Head Office
Investor Relations
Postfach 4000
53105 Bonn, Germany

or by e-mail to the following address:

hv2013@postbank.de

or by fax to: +49 (0)228 - 920 1 80 09.

Proof of shareholder status shall be supplied by the share register. Shareholders sending countermotions or election proposals are requested to indicate both their name and their shareholder number in order to facilitate attribution by the Company. Countermotions and election proposals received via one of the above-mentioned addresses no later than the end of May 13, 2013 (24:00 CEST) shall be made available to the other shareholders without undue delay online at <http://ir.postbank.de/hv2013> along with the name of the shareholder and the supporting reasoning to be provided, as well as any statements by the management.

Motions to add items to the agenda in accordance with section 122(2) of the AktG

Shareholders whose combined holdings amount to a proportionate interest in the share capital equivalent to €500,000 – corresponding to 200,000 no-par value shares – may require that items be placed on the agenda and announced in accordance with section 122(2) of the AktG. Each new item must be accompanied by supporting reasoning or a proposed resolution. In accordance with sections 122(1) sentence 3, 122(2), and 142(2) sentence 2 of the AktG, only those shareholders who can prove they have held their shares for at least three months before the date of the Annual General Meeting, i.e., since at least February 28, 2013 (00:00 CEST), are entitled to require that new items be added to the agenda. Proof that the person submitting the motion is a shareholder shall be supplied solely by the share register. Section 70 of the AktG must be taken into account when calculating this period of time. Shareholders sending motions for items to be added to the agenda are requested to indicate both their name and their shareholder number in order to facilitate attribution by the Company.

The requirement shall be notified in writing to the Management Board of the Company and must have been received by the Company at the latest by the end of April 27, 2013 (24:00 CEST). Shareholders are requested to use the following address when submitting notification of such a requirement:

Deutsche Postbank AG
Head Office
Investor Relations
Postfach 4000
53105 Bonn, Germany

Right to information in accordance with section 131(1) of the AktG

Each shareholder shall, upon request, be provided with information at the Annual General Meeting by the Management Board regarding the Company's affairs, including the legal and business relationships with affiliated companies, as well as on the position of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda.

Reference to Deutsche Postbank AG's website

This notice convening the Annual General Meeting, the documents to be made available and shareholder motions, along with additional information and in particular supplementary explanations on shareholders' rights, can be accessed on the Company's website at <http://ir.postbank.de/hv2013>.

Bonn, April 2013

**Deutsche Postbank AG
The Management Board**

This version of the Invitation and Agenda for the Annual General Meeting, prepared for the convenience of our English speaking shareholders, is a translation of the German original. Only the German original is authentic.

