

KHD HUMBOLDT WEDAG INTERNATIONAL AG

Cologne

- ISIN DE0006578008 -

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2011

We hereby invite the shareholders of our Company to the **Annual General Meeting of Shareholders** to be held on Thursday, 16 June 2011 at 10 a.m. in Marriott Hotel Cologne, Johannisstrasse 76-80, Cologne, Germany.

AGENDA

- 1. Presentation of the approved single-entity annual financial statements, of the approved consolidated financial statements, the management report for the Company and the management report for the Group, the report of the Supervisory Board and the explanatory report of the Management Board concerning the disclosures in accordance with § 289 Paragraph 4 Nos. 1 to 5 and Paragraph 5, and § 315 Paragraph 4 of the German Commercial Code (HGB) for the year ended 31 December 2010.**

The Supervisory Board has approved the single-entity annual financial statements and the consolidated financial statements. The single-entity annual financial statements have been adopted as a consequence pursuant to § 172 German Stock Corporation Act (AktG). In accordance with the statutory requirements, no resolution will be adopted for this item of the agenda.

The aforementioned documents, including this invitation, are accessible from the Company's website at <http://www.khd.com> as of the convening date. Furthermore, all aforementioned documents will be available for viewing during the Annual General Meeting of Shareholders.

- 2. Resolution on the appropriation of the Company's unappropriated retained earnings.**

The Management and Supervisory board propose the following resolution:

The Company's balance sheet profits for the financial year 2010, totalling € 720,602.40 are to be appropriated as follows:

Dividend payment:	€ 0.00
Transfer to the revenue reserves:	€ 0.00
Profit carried forward:	€ 720,602.40
Balance sheet profit	€ 720,602.40

- 3. Resolution concerning the discharge of the Management Board members**

The Management and Supervisory boards propose to discharge the Management Board members for the financial year 2010.

- 4. Resolution concerning the discharge of the Supervisory Board members**

The Management and Supervisory boards propose to discharge the Supervisory Board members for the financial year 2010.

5. Appointment of the auditor of the single-entity annual financial statements and consolidated financial statements

The Supervisory Board proposes to appoint Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor of the single-entity annual financial statements and consolidated financial statements for the financial year 2011.

6. Resolution on the cancellation of the existing authorized capital and resolution on the authorisation of the Management Board to perform a capital increase with the authorisation to exclude subscription rights (authorized capital) and the relevant amendment to the articles of incorporation

Due to the capital increase against cash capital contribution by € 16,561,021.00 implemented in February 2011, the remaining authorized capital, in the amount of € 10,255.00, is no longer sufficient for further financing measures by the Company.

In order to extend the Company's flexibility, a new authorized capital of € 24,851,786.00, the maximum permissible by law, shall be created. The Management and Supervisory boards are of the opinion that the creation of new approved capital is in the Company's best interest.

Therefore, the Management and Supervisory boards propose the following resolution:

- (a) The existing authorized capital pursuant to § 5 Paragraph 1 of the articles of incorporation shall be cancelled.
- (b) The Management Board shall be authorised to increase the Company's share capital, subject to approval by the Supervisory Board, by a maximum of € 24,851,786.00 against cash and/or non-cash capital contributions, once or on several occasions in the period from 16 June 2011 until, and including, 15 June 2016, through the issue of up to 24,851,786 new ordinary bearer shares. Shareholders are to be granted subscription rights. Statutory subscription rights may also be granted if new shares are acquired by a consortium of banks with the obligation to offer them indirectly for subscription by shareholders within the meaning of § 186 Paragraph 5 of the German Stock Corporation Act (AktG). The Management Board shall be authorised, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights in the following circumstances:
 - (i) if the capital increase is against cash capital contributions and the proportion of the share capital represented by the new shares for which subscription rights have been excluded does not exceed 10% of the share capital, specifically neither at the time at which this authorisation becomes effective nor at the time at which it is exercised, and if the issue price of the new shares is not significantly lower, as within the meaning of § 203 Paragraphs 1 and 2, and § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG), than the market price of shares of the same type and with the same terms already traded on the stock market at the time of final determination of the issue price; the maximum limit of 10% of share capital shall be diminished by shares which have been, or will be, issued to service warrant or convertible bonds, provided that these bonds were issued under exclusion of subscription rights pursuant to § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG); the maximum limit of 10% of the share capital shall be furthermore diminished by those treasury shares that are sold during the term of the approved capital under exclusion of shareholders' subscription rights in accordance with § 71 Paragraph 1 Number 8 Clause 5, and § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG),
 - (ii) in the case of capital increases against non-cash capital contributions to issue shares for the purpose of acquiring companies, parts of companies or participating interests in companies, as well as other assets,
 - (iii) for fractional amounts.

Moreover, the Management Board shall be authorised, subject to approval by the Supervisory Board, to determine the content of the rights attaching to the shares and the terms of the share issue, as well as the details concerning the implementation of capital increases from approved capital. In particular, the Management Board shall be authorised to determine a distribution of earnings divergent from § 60 Paragraph 2 Clause 3 of the German Stock Corporation Act (AktG) for the new shares, including earnings of past financial years for which no resolution has been taken concerning dividend distributions.

The Supervisory Board shall be authorised to amend the articles of incorporation in accordance with the relevant utilisation of the approved capital.

(c) § 5 of the articles of incorporation shall be cancelled and reformulated as follows:

"(1) The Management Board shall be authorised to increase the Company's share capital, subject to approval by the Supervisory Board, by a maximum of €24,851,786.00 against cash and/or non-cash capital contributions, once or on several occasions in the period from 16 June 2011 until, and including, 15 June 2016, through the issue of up to 24,851,786 new ordinary bearer shares. Shareholders are to be granted subscription rights. The statutory subscription rights may also be granted if new shares are acquired by a consortium of banks with the obligation to offer them indirectly for subscription by shareholders within the meaning of § 186 Paragraph 5 of the German Stock Corporation Act (AktG). The Management Board is authorised, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights in the following circumstances:

- (i) if the capital increase is against cash capital contributions and the proportion of the share capital represented by the new shares for which subscription rights have been excluded does not exceed 10% of the share capital, specifically neither at the time at which this authorisation becomes effective nor at the time at which it is exercised, and if the issue price of the new shares is not significantly lower, as within the meaning of § 203 Paragraphs 1 and 2, and § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG), than the market price of shares of the same type and with the same terms already traded on the stock market at the time of final determination of the issue price; the maximum limit of 10% of share capital is diminished by shares which have been, or will be, issued to service warrant or convertible bonds, provided that these bonds were issued under exclusion of subscription rights pursuant to § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG); the maximum limit of 10% of the share capital shall be furthermore diminished by those treasury shares that are sold during the term of the approved capital under exclusion of shareholders' subscription rights in accordance with § 71 Paragraph 1 Number 8 Clause 5, and § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG),
- (ii) in the case of capital increases against non-cash capital contributions to issue shares for the purpose of acquiring companies, parts of companies or participating interests in companies, as well as other assets,
- (iii) for fractional amounts.

(2) Moreover, the Management Board shall be authorised, subject to approval by the Supervisory Board, to determine the content of the rights attaching to the shares and the terms of the share issue, as well as the details concerning the implementation of capital increases from approved capital. In particular, the Management Board shall be authorised to determine a distribution of earnings divergent from § 60 Paragraph 2 Clause 3 of the German Stock Corporation Act (AktG) for the new shares, including earnings of past financial years for which no resolution has been taken concerning dividend distribution.

The Supervisory Board shall be authorised to amend the articles of incorporation in accordance with the relevant utilisation of the approved capital."

7. Election of Supervisory Board members

Pursuant to § 10 Paragraph 1 of the articles of incorporation, in combination with §§ 95 Clauses 1 to 4, § 96 Paragraph 1 and 101 Paragraph 1 of the German Stock Corporation Act (AktG), the Supervisory Board currently consists of three members to be elected by the General Meeting of Shareholders.

By way of a resolution of the Cologne Local Court of March 24, 2011, Mr. Gerhard Beinhauer was appointed as a Supervisory Board member until the end of the Ordinary General Meeting of Shareholders following his court appointment. Accordingly, his appointment ends with the close of the General Meeting of Shareholders that forms the basis of this invitation.

A new Supervisory Board member requires election as a consequence.

The Supervisory Board proposes:

Mr. Gerhard Beinhauer, Managing Director of BBI Beteiligungs- und Handelsgesellschaft mbH, resident in Wehrheim,

shall be elected as a member of the Company's Supervisory Board until the end of the General Meeting of Shareholders that passes a resolution concerning the discharge of the Supervisory Board members for the second financial year after the start of their period of office, whereby the financial year in which the period of office commences shall not be included in the calculation, consequently until the end of the Ordinary General Meeting of Shareholders that passes a resolution concerning the discharge of the Supervisory Board members for the financial year as of December 31, 2013.

The General Meeting of Shareholders is not bound by election proposals.

8. Resolution concerning an amendment to the articles of incorporation to expand the Supervisory Board

The number of Supervisory Board members of KHD Humboldt Wedag International AG shall be increased from three to six individuals. This requires an amendment to § 10 Paragraph 1 of the articles of incorporation of KHD Humboldt Wedag International AG.

The Management and Supervisory boards propose that the following resolution be passed:

§ 10 Paragraph 1 of the articles of incorporation is to be cancelled, and reformulated as follows:

“(1) The Supervisory Board shall consist of six members.”

9. Election of three new Supervisory Board members

With the entry into the commercial register of the amendment to the articles of incorporation proposed under item 8, the Company's Supervisory Board will consist of six Supervisory Board members to be elected by shareholders pursuant to §§ 95 Clauses 1 4, 96 Paragraph 1 and 101 Paragraph 1 of the German Stock Corporation Act (AktG), and § 10 Paragraph 1 of the Company's articles of incorporation.

The Supervisory Board proposes:

(a) Mr. Luc Antoine Baehni, General Director of – CGN Compagnie générale de navigation sur le Lac Léman SA sur le lac Léman, Lausanne, Switzerland, resident in Romainmôtier, Switzerland,

(b) Mrs. Eliza Suk Ching Yuen, Managing Partner at HLM & Co., a partnership according to Hong Kong law, resident in Hong Kong, China,

(c) Mr. Hubert Keusch, Managing Director of ContiLink Services Limited, Switzerland, resident in Trogen, Canton of Appenzell Ausserrhoden, Switzerland,

shall be elected as members of the Company's Supervisory Board with effect from the date of the entry in the commercial register of the amendment to the articles of incorporation proposed under agenda item 8 until the end of the General Meeting of Shareholders that passes a resolution concerning the discharge of the Supervisory Board members for the second financial year after the start of their period of office, whereby the financial year in which the period of office commences shall not be included in the calculation, consequently until the end of the Ordinary General Meeting of Shareholders that passes a resolution concerning the discharge of the Supervisory Board members for the financial year as of December 31, 2013.

The General Meeting of Shareholders is not bound to the election proposals when electing the Supervisory Board members.

10. Resolution concerning an amendment to the articles of incorporation relating to an adjustment to Supervisory Board compensation

§ 13 Paragraph 1 of the articles of incorporation is to be cancelled, and reformulated as follows:

"(1) In addition to the reimbursement of their expenses, the Supervisory Board members shall receive fixed aggregate compensation of €495,000.00. The Supervisory Board shall decide concerning the distribution of this total compensation among the individual Supervisory Board members - including members who step down from, or are newly elected to, the Supervisory Board during the course of the year - while taking into consideration *inter alia* the responsibilities of individual members as either the Chairperson or Deputy Chairperson of the Supervisory Board, in each case by way of resolution."

Reports relating to agenda items

The following report by the Management Board will be available for review by shareholders in the Company's offices at Colonia-Allee 3, 51067 Cologne, from the date when the invitation to the General Meeting of Shareholders is announced in the electronic Federal Gazette, and a copy will also be sent promptly and free of charge upon request in return for proof of shareholder status. It will also be available from this date on the Company's website at <http://www.khd.com>, and will be available for review by shareholders at the General Meeting of Shareholders.

Management Board report relating to agenda item 6 concerning the reasons for exclusion of subscription rights on the basis of §§ 186 Paragraph 4 Clause 2, 203 Paragraph 1, 2 of the German Stock Corporation Act (AktG)

Pursuant to § 203 Paragraph 2 in combination with § 186 Paragraph 4 Clause 2 of the German Stock Corporation Act (AktG), the Management Board has issued a written report relating to the reasons for the exclusion of subscription rights, and the issue amount. The report is announced as follows:

Under agenda item 6, the Management and Supervisory boards propose that the Management Board be authorised, subject to Supervisory Board approval, to increase the Company's share capital, once or on several occasions, by a total of up to €24,851,786.00 against cash and/or non-cash capital contributions through the issue of new ordinary bearer shares. The Management Board shall be hereby authorised to exclude shareholders' statutory subscription rights. The authorisation is to be issued for the period of five years calculated from the date when the resolution is passed by the General Meeting of Shareholders.

The proposed authorisation to issue new shares from Approved Capital is intended to increase the Company's flexibility and to enable the Management Board, subject to the Supervisory Board's approval, to respond rapidly to financing requirements that arise at short notice in connection with the implementation of strategic decisions. It is also intended to improve the overall attractiveness of KHD Humboldt Wedag International AG on the capital market.

Shareholders are to generally enjoy subscription rights if a capital increase is implemented by way of utilisation of approved capital. Such subscription rights may also be implemented by way of indirect subscription rights pursuant to § 186 Paragraph 5 of the German Stock Corporation Act (AktG). The Management Board is to be authorised, however, and subject to Supervisory Board approval, to exclude subscription rights in certain cases.

- (i) Accordingly, shareholders' subscription rights can be excluded in the case of cash capital increases in the scope of up to 10% of the Company's share capital existing at the date when the authorisation becomes effective, or is exercised, if the issue price of new shares is not significantly less than the stock market price of the Company's shares of the same class and endowments that are already traded on the stock market (§ 186 Paragraph 3 Clause 4 of the German Stock Corporation Act [AktG], simplified exclusion of subscription rights).

This authorisation is intended to enable the Company to respond rapidly to favourable capital market situations as they arise, and to be able to place new shares rapidly, in other words, without the requirement for a subscription offer lasting for at least 14 days, among institutional or strategic investors, and to thereby achieve the highest possible selling amount, and the greatest possible strengthening of equity, through a price fixing that is close to market levels, and without the discount that is otherwise usual for rights issues. As a consequence, and due to the more rapid ability to act, this can frequently generate a greater inflow of funds for the Company than an offer to all shareholders that upholds shareholders' subscription rights. For this reason, the proposed authorisation lies in the interests of the Company and its shareholders.

The simplified exclusion of subscription rights also relates to a normal case that is provided for by the law where shareholder subscription rights may be excluded. Shareholders' protection requirements relating to the percentage dilution of their interests is restricted due to the 10% limitation applying to the share capital existing at the date when the authorisation becomes effective, or is exercised. Shareholders who wish to retain their percentage interest can prevent their interests being reduced by making purchases through the stock market. This maximum limit also includes other instances of the simplified exclusion of subscription rights: shares that were issued, or are to be issued, or participation rights with conversion or option rights, to service warrant or convertible bonds, to the extent that these bonds were issued in corresponding application of § 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) under exclusion of subscription rights, and treasury shares that were sold during the approved capital term under exclusion of shareholders' subscription rights pursuant to §§ 71 Paragraph 1 Number 8 Clause and will five, 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG).

In the case of the simplified exclusion of subscription rights, the issue price of the new shares must not be significantly below the stock market price. Any discount from the current stock market price will prospectively not exceed 3% of the stock market price, although a maximum discount of 5% will apply. This also takes into account shareholders' protection requirements relating to the value dilution of their interests. This fixing of the issue price close to the stock market price ensures that the value of the subscription right for the new shares falls to practically zero.

- (ii) As part of Authorized Capital, the Management Board is also to be authorised, subject to Supervisory Board approval, to exclude subscription rights for capital increases against non-cash capital contributions in order to grant shares for the purpose of acquiring companies, part of companies, participating interests in companies, or other assets (such as rights to intangible assets).

This authorisation to exclude subscription rights serves the purpose of enabling the acquisition of companies, parts of companies, participating interests in companies or other assets in return for granting the Company's shares. The Company faces competition on a global basis. It must at all times be able to act rapidly and flexibly on international markets in its shareholders' interests. This also includes the option of acquiring companies, part of companies, participating in-

terests in companies, or other assets, in order to improve its competitive position. In individual cases, the optimal implementation of this option in the interests of shareholders and the Company consists of acquiring a company, a part of a company, a participating interest in a company, or another asset through the granting of shares in the acquiring company. Instead of paying the purchase price for companies or participating interests exclusively in cash, there are also manifold reasons for also granting shares to sellers, or shares only. In particular, this can spare the Company's liquidity, avoid the raising of debt, and allow the seller/sellers to participate in the combined company's future share price potential. Practice shows that owners of attractive acquisition objects frequently demand voting shares in the acquiring company as consideration for a sale.

The Company must have the opportunity to grant its own shares as consideration in order to also acquire such companies. As a consequence, the proposed authorisation to exclude subscription rights enhances the Company's competitive opportunities in acquisitions, and offers it the requisite scope to rapidly and flexibly exploit opportunities as they arise to acquire companies, part of companies, participating interests in companies, or other assets. The proposed exclusion of shareholders' subscription rights reflects this.

Although the exclusion of subscription rights reduces existing shareholders' relative participation levels and relative voting right shares, the acquisition of companies, parts of companies, or participating interest in companies, in return for the granting of shares would be impossible if shareholders' subscription rights were also to be granted, and the related advantages would not be achievable for the Company and its shareholders. Under consideration of the circumstances mentioned above, the Management and Supervisory boards regard the exclusion of subscription rights in the above-mentioned cases as objectively justified and appropriate for the stated reasons, including when considering the dilution effect that arises to the detriment of shareholders.

There are currently no specific acquisition plans for which this option would be used. If specific opportunities arise to acquire companies, parts of companies, participating interests, or other assets, the Management Board will examine carefully whether it should utilise Authorized Capital for the purpose of acquiring companies, parts of companies, participating interest in companies, or other assets in return for issuing new shares in the Company. It will then only do so if the acquisition of companies or participating interests against the granting of shares in the Company lies in the well-understood interest of the Company. The Supervisory Board will only issue the requisite approval if this precondition is satisfied. Neutral corporate valuation surveys produced by auditing companies and/or international investment banks will form the basis for valuing the Company's shares, on the one hand, and the companies, participating interests or other assets to be acquired, on the other hand.

- (iii) When issuing new shares against cash, the Management Board shall also be authorised, subject to Supervisory Board approval, to exclude fractional amounts. Fractional amounts may result from the scope of the respective volume of the capital increase, and the fixing of a practicable subscription ratio. The planned exclusion of subscription rights of fractional amounts is required in order to achieve a clean subscription ratio, and to facilitate the technical processing of the issue. The free fractional amounts excluded from shareholders' subscription rights will be realised in the best possible manner for the Company either through sale, through the stock market, or in another way. The potential dilution effect is minor due to its limitation to fractional amounts. The Management and Supervisory board regarding exclusion of subscription rights for this reason as objectively justified, and appropriate for the shareholders.

The Management Board will submit a corresponding report at the subsequent Annual General Meeting of Shareholders if it makes use of this authorisation during the business year.

PARTICIPATION CONDITIONS

Shareholders who register before the General Meeting of Shareholders are entitled to participate in the General Meeting of Shareholders, to exercise their voting rights, and to submit motions. The registration must be submitted to the Company at the following address

KHD Humboldt Wedag International AG
c/o UniCreditBank AG
CBS50HV
80311 München / Munich
Germany
Fax: +49 (0) 89 / 54002519
E-mail: hauptversammlungen@unicreditgroup.de

at the latest six days before the General Meeting of Shareholders, consequently until and including Thursday, 9 June 2011, 12:00 p.m. (midnight). Neither the date when the registration is received, nor the date of the General Meeting of Shareholders, are to be included when calculating the registration deadline.

Shareholders must provide proof that they are entitled to participate in the General Meeting of Shareholders, to exercise their voting rights, and to submit motions. Textual confirmation of shareholdings produced in German or English by the custodian bank is required as proof (§ 126b of the German Commercial Code [BGB]). This confirmation must relate to the start of the 21st day before the General Meeting of Shareholders, consequently Thursday, 26 May 2011, 00:00 **a.m.** (cut-off date for proof of shareholdings), and must be submitted to the Company at the above address: at the latest six days before the General Meeting of Shareholders, consequently until and including Thursday, 9 June 2011, 12:00 p.m. (midnight).

The Company is entitled to demand appropriate further proof if it doubts the correctness or genuineness of certification confirmation. The Company may reject shareholders if the confirmation is not produced, or is not produced in appropriate form. Only shareholders who have produced evidence of shareholdings shall be deemed by the Company as entitled to participate in the General Meeting of Shareholders, or to exercise participatory and voting rights.

Shareholders will be sent entry tickets for the Annual General Meeting of Shareholders after the Company has received registration documents and confirmation of shareholdings. In order to ensure that entry tickets are received on time, we would kindly request that shareholders take due care to register and send their shareholding confirmation to the Company at an early juncture.

Shareholders can also exercise their voting rights at the General Meeting of Shareholders through a proxy, for example, a bank, shareholder association, or any other person of their choice. In this instance, too, shareholders must register in good time by presenting confirmation of their shareholdings. A proxy authorisation is to be issued in textual form subject to the following exceptions (§ 126b of the German Civil Code [BGB]). The Company provides shareholders with the following fax number and e-mail address for the electronic transmission of proof of proxy authorisation:

Fax: +49 (0) 221 / 6504-1099
E-mail: KHD.HV2011@KHD.com

If shareholders authorise more than one person, the Company is entitled to reject one or several of these pursuant to § 134 Paragraph 3 Clause 2 of the German Stock Corporation Act (AktG).

Pursuant to both the law and the Company's articles of incorporation, there is no requirement for textual form where a bank, shareholder association, or one of the equivalent institutions or persons as set out in § 135 of the German Stock Corporation Act (AktG), is authorised as a proxy. We would nevertheless point out that, in these instances, the institutions or persons to be authorised as proxies may potentially require a particular form of proxy authorisation because they must verifiably establish proxy authorisation pursuant to § 135 of the German Stock Corporation Act (AktG). For this reason, if you wish to authorise a bank, shareholder association, or one of the other equivalent institutions or per-

sons as set out in § 135 of the German Stock Corporation Act (AktG) as a proxy, please check in good time with these institutions or persons concerning potential forms of proxy authorisation.

As a special service, we offer shareholders who do not wish to participate personally in the General Meeting of Shareholders the opportunity to be represented at the General Meeting of Shareholders by a Company proxy who is bound to follow shareholders' voting instructions. Shareholders who wish to issue a proxy authorisation to the Company proxy before the General Meeting of Shareholders must register in good time, and provide related proof of entitlement. The proxy authorisation and instruction form that is sent with the entry tickets can be used for the proxy authorisation and issuing of instructions. Further information about proxy authorisation is provided on this form. The Company's proxy exercises voting rights exclusively on the basis of individual instructions as issued by shareholders. This proxy authorisation cannot be exercised for agenda items for which no specific instructions have been issued. The Company proxy abstains from voting in such instances as a consequence. The proxy does not accept requests to speak or other motions.

Total number of shares and voting rights at the date when the General Meeting of Shareholders is convened

The Company's share capital amounts to €49,703,573.00 as of the date of the convening of the General Meeting of Shareholders, and is divided into 49,703,573 ordinary bearer shares, each of which grants one vote at the Annual General Meeting of Shareholders. Of these, the Company holds 229,136 own shares as of the convening date, from which it is entitled to no rights. As a consequence, the total number of shares entitled to voting rights amounts to 49,474,437 as of the convening date.

Shareholders' rights relating to the General Meeting of Shareholders

Among other rights, shareholders are entitled to the following rights both in advance of, and during, the Annual General Meeting of Shareholders:

1. Motions to supplement the agenda pursuant to § 122 Paragraph 2 of the German Stock Corporation Act (AktG)

Shareholders, whose shares together reach or exceed the proportional amount of €500,000 of the share capital (corresponding to 500,000 shares), may require that items are included in the agenda, and announced. A justification or proposed resolution must be included with each new item. The requests must be submitted in writing to the Company's Management Board, and must be received by the Company at least 30 days before the General Meeting of Shareholders, in other words, at the latest by 16 May 2011, 12:00 p.m. (midnight). Please address corresponding requests to the following address:

KHD Humboldt Wedag International AG
- Vorstand -
Colonia-Allee 3, 51067 Köln / Cologne, Germany

Pursuant to section sign 122 Paragraph 2, Paragraph 1 in combination with § 142 Paragraph 2 Clause 2B German Stock Corporation Act (AktG), the respective shareholders must provide proof that they are the owners of the requisite number of shares since at least 16 March 2011, 00:00 a.m. To the extent that they were not already announced when the General Meeting of Shareholders was convened, additions to the agenda that require announcement must be announced in the electronic Federal Gazette promptly after they have been received. They will also be published on the Internet at <http://www.khd.com>.

2. Counterproposals and election proposals by shareholders, §§ 126 Paragraph 1, 127 of the German Stock Corporation Act (AktG)

The Company's shareholders can also send counter-motions to the proposals made by the Management and/or Supervisory boards relating to particular agenda items and election proposals. Counter-motions must include a justification. Election proposals do not require justification. Counter-motions, election proposals and other queries submitted by shareholders to the

General Meeting of Shareholders must be addressed exclusively to the following Company address:

KHD Humboldt Wedag International AG
Hauptversammlung 2011
Colonia-Allee 3, 51067 Köln / Cologne, Germany
Fax: +49 (0) 221 / 6504-1099
E-mail: Hans-Rudolf.Lenhartz@khd.com

Counter-motions and election proposals sent to other addresses do not require publication. In addition to the reasons set out in § 126 Paragraph 2 of the German Stock Corporation Act (AktG), election proposals also do not require publication if they do not include the candidate's name, profession and place of residence. Proposals for the election of Supervisory Board members also do not require publication if they do not include information about the proposed candidates' memberships in other statutory supervisory boards in the meaning of § 125 Paragraph 1 Clause 5 of the German Stock Corporation Act (AktG).

The Company will publish shareholders' counter-motions and election proposals that require publication, including the shareholder's name, and reasons that require publication, on the Internet at <http://www.khd.com> when they have been received. In this context, counter-motions and election proposals relating to agenda items that require publication will be considered that are received at least 14 days before the General Meeting of Shareholders, in other words, by 1 June 2011, 12:00 p.m. (midnight), at the address as set out in the first paragraph of this section. Any opinions on the part of the Company's administration will also be published at the above-mentioned Internet address.

3. Right to information pursuant to § 131 Paragraph 1 of the German Stock Corporation Act (AktG)

All shareholders are entitled to require that the Management Board provides information at the General Meeting of Shareholders concerning Company matters, the Company's legal and business relationships with associated companies, the Group's position, and concerning companies included in the consolidated financial statements, to the extent that the information is required in order to objectively assess an agenda item.

4. Notes on the Company's website

The Company's website at www.khd.com includes further notes about shareholders' rights pursuant to §§ 122 Paragraph 2, 126 Paragraph 1, 127, 131 Paragraph 1 of the German Stock Corporation Act (AktG).

Information and documents for the Annual General Meeting of Shareholders

Information and documents pursuant to § 124a of the German Stock Corporation Act (AktG), including the 2010 annual report, are available on the Internet at <http://www.khd.com>. All information that must be made available at the General Meeting of Shareholders according to the law will be available for viewing at the General Meeting of Shareholders.

Further information about the Annual General Meeting of Shareholders, and, subsequently, the voting results, can be downloaded from the Internet address: <http://www.khd.com>.

The Annual General Meeting of Shareholders will not be transmitted in either sound or image. by either audio or video media.

Cologne, April 2011

KHD Humboldt Wedag International AG

The Management Board