

KHD HUMBOLDT WEDAG INTERNATIONAL AG**Cologne****ANNUAL GENERAL MEETING 2011****Notes on shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127, and Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz)**

Notice of shareholders' meeting already contains details of shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127 and Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz). The remarks hereinafter subserve further annotation.

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).

Cologne, April 2011
KHD Humboldt Wedag International AG
The Management Board