

**SZA**

**SCHILLING, ZUTT & ANSCHÜTZ**

**Annex 1**

**Bestätigungen der Depotbanken / Bank Confirmations**



NOTENSTEIN  
PRIVATBANK

Sterling Strategic Value Ltd.  
Vanterpool Plaza, 2nd Floor  
Wickhams Cay 1  
Road Town, Tortola  
British Virgin Islands

St. Gallen, 26. April 2013

**Depotbescheinigung mit Sperrvermerk für Sterling Strategic Value Ltd.**

Sehr geehrte Damen und Herren

Hiermit bestätigen wir Ihnen zur Vorlage an die KHD Humboldt Wedag International AG als depotführendes Institut, dass die Sterling Strategic Value Limited, Road Town, Tortola, Britische Jungferninseln, in unserem Hause seit dem 18. Mai 2011 ununterbrochen mindestens 2.345.031 Stückaktien an der KHD Humboldt Wedag International AG, ISIN DE0006578008, hält.

Des Weiteren bestätigen wir Ihnen sowie gegenüber der KHD Humboldt Wedag International AG, dass 2.345.031 Stück der genannten Aktien bis zum Schluss der ordentlichen Hauptversammlung 2013, gegenwärtig terminiert auf den 29. Juni 2013, in Ihrem Depot mit einer Sperre versehen sind.

Wir hoffen, Ihnen mit diesen Angaben dienen zu können und stehen für weitere Fragen sehr gerne zur Verfügung.

Mit freundlichen Grüßen

Notenstein Privatbank AG

Corinne Frommenwiler Edy Tanner

Northern Trust  
50 Bank Street  
Canary Wharf  
London E14 5NT  
United Kingdom



Northern Trust

KHD Humboldt Wedag International AG  
Investor Relations  
Colonia-Allee 3  
51067 Köln

14/03/2013

Dear Sir/ Madam

*Northern Trust hereby confirms as custodian of the shares, that the RWC European Focus Fund Limited Partnership has held 1,249,639 shares of KHD Humboldt Wedag International AG, ISIN DE0006578008, uninterruptedly since 5th October 2012.*

*Furthermore we confirm that we shall inform the company without undue delay if the number of shares on deposit fall below 500,000*

Yours Faithfully

KHD HUMBOLDT WEDAG INTERNATIONAL AG, KOELN - AKT

Date: 15-03-2013

Regarding

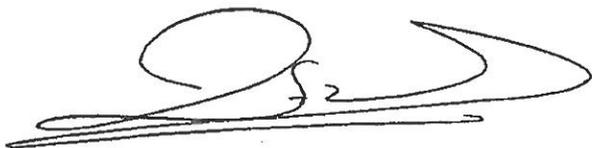
Confirmation of holding in KHD HUMBOLDT WEDAG INTERNATIONAL AG; ISIN  
DE0006578008

Dear Sirs,

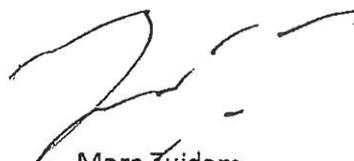
KAS BANK N.V. hereby certifies that Monolith N.V. has a holding of 1.005.336 shares KHD HUMBOLDT WEDAG INTERNATIONAL AG, KOELN – AKT, ISIN DE0006578008 in her account 22.35.02.308 as per 6<sup>th</sup> of December 2012.

KAS BANK N.V. will keep at least 500.000 of the aforesaid shares blocked for and behalf of Monolith N.V. until expiry of the Annual General meeting of KHD HUMBOLDT WEDAG INTERNATIONAL AG; ISIN DE0006578008, scheduled for May 29, 2013.

Yours truly,



Palmyra Westerling  
Head of Income Collection, Global Proxy  
and Agent Services



Marc Zuidam  
Product account manager

**Annex 2**

**Vollmachten / Power of Attorneys**

Vollmacht und Stimmrechtsvollmacht für  
die ordentliche Hauptversammlung 2013

Power of Attorney and Voting Right  
Proxy for Annual Meeting of  
Shareholders 2013

Die unterzeichnete,

The undersigned

**Sterling Strategic Value Limited**  
Vanterpool Plaza 2<sup>nd</sup> Floor, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands  
BVI Company Number 188630

(nachfolgend "SSVL") ist eine nach dem  
Recht der British Virgin Islands gegründete  
und bestehende Gesellschaft, gesetzlich  
vertreten durch die Geschäftsführer

hereinafter „SSVL“) is a company duly  
organized and existing under the laws of the  
British Virgin Islands, legally represented by  
its Managing Directors

**Massimo Pedrazzini**  
**Giulia Nobili**

und Inhaber von

and are holder of

**3,820,043**

**auf den Namen lautender Stückaktien der/ordinary bearer shares in**  
**KHD Humboldt Wedag International AG**  
**- ISIN DE0006578008 -**

SSVL bevollmächtigt hiermit und, für den  
Fall dass SSVL selbst von Dritten  
bevollmächtigt wird, erteilt Untervollmacht  
an

SSVL hereby grants power of attorney and,  
in case SSVL itself is granted Power of At-  
torney, grants sub-authorisation to

**Christian Gehling**  
**Dr. Christoph Nolden**

geschäftsansässig/with offices at Taunusanlage 1, 60319 Frankfurt am Main

- jeden von ihnen einzeln -  
(nachfolgend jeweils einzeln  
„Bevollmächtigte“)

- each of them separately -  
(hereinafter each of them separately “Rep-  
resentatives”)

SSVL im Zusammenhang mit der  
ordentlichen Hauptversammlung der KHD  
Humboldt Wedag International AG zu  
vertreten, insbesondere, aber nicht  
ausschließlich,

to fully represent SSVL in connection with  
the annual general meeting of KHD Hum-  
boldt Wedag International, in particular, but  
not limited to

- Aktionärsrechte gegenüber der KHD  
Humboldt Wedag International AG  
geltend zu machen, insbesondere, aber  
nicht ausschließlich, das Recht, die  
Einberufung einer Hauptversammlung zu

- to exercise shareholders' rights vis-à-vis  
KHD Humboldt Wedag International AG,  
in particular, but not limited to, request  
the calling of a shareholders meeting or  
that items are put on the agenda of a

verlangen, die Aufnahme von Tagesordnungspunkten zur Beschlussfassung der Hauptversammlung zu verlangen und Beschlussvorschläge zu machen,

- SSVL in der ordentlichen Hauptversammlung der KHD Humboldt Wedag International AG zu vertreten und alle Rechte aus den von SSVL zum Zeitpunkt der Hauptversammlung gehaltenen auf den Inhaber lautenden Stückaktien der KHD Humboldt Wedag International AG auszuüben, insbesondere für die SSVL das Stimmrecht sowie alle Antrags-, Auskunfts- und Informationsrechte auszuüben und alle Maßnahmen vorzunehmen, die die SSVL selbst hätte vornehmen können, gleichgültig ob in Hinblick auf Aktien der SSVL oder in Hinblick auf Aktien, für deren Ausübung von Rechten Vollmacht an die SSVL erteilt wurde sowie
- Mitteilungen nach dem AktG oder weiteren Gesetzen an die KHD Humboldt Wedag International AG, Behörden oder sonstige Dritte zu machen.

Zur Ausübung der Stimmrechte in der Hauptversammlung für die SSVL sind die Bevollmächtigten nur berechtigt, wenn und soweit sie zuvor von der SSVL ausdrücklich angewiesen worden sind. Die Vollmacht zur Ausübung der Stimmrechte erlischt, wenn und soweit SSVL zeitlich nachfolgend eine Stimmrechtsvollmacht für die von ihr zum Zeitpunkt der Hauptversammlung gehaltenen Aktien erteilt.

Im Übrigen sind die Bevollmächtigten dazu berechtigt, alle nach ihrem Ermessen in diesem Zusammenhang notwendigen und zweckmäßigen Erklärungen für SSVL abzugeben und entgegenzunehmen sowie entsprechende Handlungen vorzunehmen.

Die Vollmacht schließt das Recht zur Unterbevollmächtigung mit ein. Die Bevollmächtigten sind von sämtlichen Beschränkungen des § 181 BGB befreit und

shareholders' meeting and to make proposals for resolutions;

- to represent SSVL in the annual general meeting of KHD Humboldt Wedag International AG and to exercise any rights of the ordinary bearer shares in KHD Humboldt Wedag International AG held by SSVL on the time of the annual general meeting, in particular, but not limited to, to exercise the voting rights and the rights of application and to demand and obtain information related to such shareholding and to undertake all legal actions that SSVL itself would be able to undertake, regardless whether in respect of shares held by SSVL or in respect of shares for which a power of attorney has been granted to SSVL and
- to issue notifications pursuant to the German Stock Corporation Act or any other laws vis-à-vis KHD Humboldt Wedag International AG, authorities and other third parties.

The Representatives shall only exercise the voting rights for SSVL, if and to the extent SSVL has previously issued specific instructions to the Representatives. The voting right proxy expires if and to the extent SSVL subsequently issues further voting rights proxy regarding its shares held on the date of the annual general meeting.

In all other respects, the Representatives are authorized to make or receive all declarations and take all actions on behalf of SSVL which they deem to be necessary and appropriate in connection therewith.

This Power of Attorney includes the right to grant sub-authorizations. The Representatives are released from the restrictions imposed by Sec. 181 German Civil Code and



berechtigt, neben SSVL auch andere Aktionäre der KHD Humboldt Wedag International AG in der Hauptversammlung zu vertreten.

may represent other shareholders of KHD Humboldt Wedag International AG at the annual general shareholders meeting.

Sollten einzelne oder alle der vorgenannten Handlungen von den Bevollmächtigten bereits vorgenommen worden sein, so werden diese hiermit genehmigt.

Should any or all of the aforementioned acts have already been executed by the representatives, they are herewith approved.

Die Auslegung und der Bestand dieser Vollmacht richten sich nach dem Recht der Bundesrepublik Deutschland. Maßgeblich ist die deutsche Fassung dieser Vollmacht.

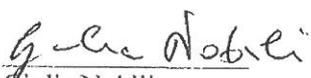
This Power of Attorney shall be subject to and construed in accordance with the laws of the Federal Republic of Germany. Only the German version of this power of attorney is authoritative.

Signature:

  
Massimo Pedrazzini  
Chairman of the Board of Directors

Place/Date: 14. MARCH 2013

Signature:

  
Giulia Nobili  
Member of the Board of Directors

Place/Date: 14 MARCH 2013

**TERRITORY OF THE BRITISH VIRGIN ISLANDS  
BVI BUSINESS COMPANIES ACT, 2004**

**CERTIFICATE OF GOOD STANDING  
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES,  
that, pursuant to the BVI Business Companies Act, 2004,

**STERLING STRATEGIC VALUE LIMITED**

**BVI COMPANY NUMBER: 188630**

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



*[Signature]*  
**REGISTRAR OF CORPORATE AFFAIRS**  
5th day of March, 2013



STERLING STRATEGIC VALUE LIMITED  
BVI Co No. 188630

A P O S T I L L E

(Convention de la Haye du 5 octobre, 1961)

1. Country: ..... British Virgin Islands

This public document

2. has been signed by: ..... Myrna P. Herbert

3. acting in the capacity  
of: ..... Registrar of Corporate Affairs

4. bears the seal/stamp of: ..... Registrar of Corporate Affairs

C E R T I F I E D

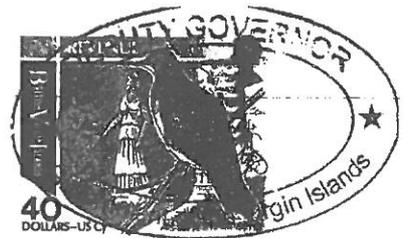
5. At: ..... Road Town, Tortola  
British Virgin Islands

6. The: ..... 6<sup>th</sup> day of March, 2013

7. By: ..... Deputy Governor

8. No: ..... 6274670

9. Stamp/Seal:



10. Signature:

.....

*f* Deputy Governor

**TERRITORY OF THE BRITISH VIRGIN ISLANDS**  
**CERTIFICATE OF INCUMBENCY**

We, **ICAZA, GONZALEZ-RUIZ & ALEMAN (BVI) TRUST LIMITED**, a British Virgin Islands Company, acting as Registered Agent of **STERLING STRATEGIC VALUE LIMITED**, (the "Company"), do hereby certify that, according to our records, the following information is correct:

- The Company was duly incorporated under the laws of the International Business Companies Act (Cap. 291) and automatically re-registered under the BVI Business Companies Act, 2004, and is in good standing.
- The Company was incorporated on the **13<sup>th</sup> day of June, 1996**
- The BVI Company number is **188630**
- The Members of the Company for the Supervisory Board as of this date are:

**JERZY WIELECHOWSKI  
HENK VISSER  
ANTHONY BUNKER  
CHRISTIAN DE PRATI  
MASSIMO PEDRAZZINI  
GIULIA NOBILI**

- The Directors of the Company for the Board of Directors as of this date are:

**MASSIMO PEDRAZZINI  
GIULIA NOBILI  
PATRICK O'SULLIVAN GREENE  
SEBASTIAN REPPEGATHER  
PETER RANGER**

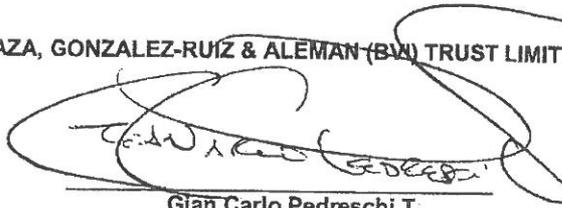
- The Officers of the Company as of this date are:

<b>MASSIMO PEDRAZZINI</b>	<b>Chairman of the Board of Directors</b>
<b>SEBASTIAN REPPEGATHER</b>	<b>Vice Chairman of the Board of Directors</b>
<b>FABIEN TARDITO</b>	<b>Treasurer</b>
<b>JONATHAN DICKINSON</b>	<b>Company Secretary</b>

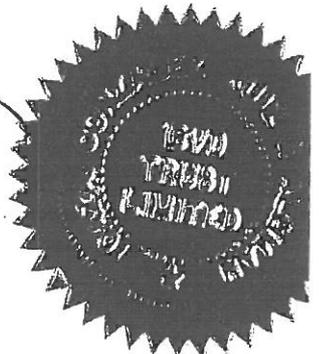
- The authorized capital of the Company is Euro 30,000,000, divided into 100,000,000 shares of Euro (0.30) par value each.
- The Company is not in the process of being wound up and dissolved.
- According to our records the Company has not created any charges over its assets which it is required to enter in its register of charges pursuant to Part VIII of the BVI Business Companies Act, 2004.
- The Registered Office and Agent of the Company is **ICAZA, GONZALEZ-RUIZ & ALEMAN (BVI) TRUST LIMITED** of Vanterpool Plaza, 2<sup>nd</sup> Floor, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

Dated the 5<sup>th</sup> day of March, 2013

**ICAZA, GONZALEZ-RUIZ & ALEMAN (BVI) TRUST LIMITED**



**Gian Carlo Pedreschi T.**  
Authorised Signatory



NOTARIAL CERTIFICATE

I, ADENKIKE SICARD-ROBERTS, Notary Public in and for the British Virgin Islands DO HEREBY CERTIFY that the attached CERTIFICATE OF INCUMBENCY for STERLING STRATEGIC VALUE LIMITED, bears the authentic signature of Gian Carlo Pedreschi T. in his capacity as Authorised Signatory of ICAZA GONZALEZ-RUIZ & ALEMAN (BVI) TRUST LIMITED as Registered Agent for STERLING STRATEGIC VALUE LIMITED.

Given at Road Town, Tortola, British Virgin Islands this 6<sup>th</sup> day of March, 2013.

SIGNED: \_\_\_\_\_



**Adenike Sicard-Roberts  
Notary Public  
British Virgin Islands**





STERLING STRATEGIC VALUE LIMITED  
BVI Co No. 188630

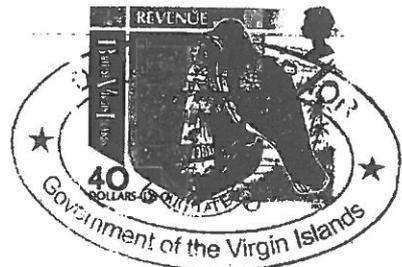
A P O S T I L L E

(Convention De La Haye Du 5 Octobre 1961)

- |                             |                                    |                        |
|-----------------------------|------------------------------------|------------------------|
| 1.                          | Country .....                      | British Virgin Islands |
| <b>This Public Document</b> |                                    |                        |
| 2.                          | has been signed by .....           | Adenike Sicard-Roberts |
| 3.                          | acting in the capacity<br>of ..... | Notary Public          |
| 4.                          | bears the seal/stamp of .....      | Adenike Sicard-Roberts |

C E R T I F I E D

- |    |            |  |
|----|------------|--|
| 5. | at .....   | Road Town, Tortola<br>British Virgin Islands |
| 6. | the .....  | 6 <sup>th</sup> day of March, 2013           |
| 7. | by .....   | <b>Deputy Governor</b>                       |
| 8. | No. ....   | 6274865                                      |
| 9. | Stamp/Seal |  |



10. Signature

*[Handwritten Signature]*  
.....  
**Deputy Governor**

**Vollmacht und Stimmrechtsvollmacht für  
die ordentliche Hauptversammlung 2013**

**Power of Attorney and Voting Right  
Proxy for Annual Meeting of Shareholders  
2013**

Die unterzeichnete,

The undersigned

**Monolith N.V.  
Parnassusweg 21-I  
1077 DB Amsterdam  
The Netherlands**

(nachfolgend "MONOLITH") ist eine nach dem Recht der Niederlande gegründete und bestehende Gesellschaft. Sie wird vertreten durch die Monolith Investment Management B.V., die wiederum gesetzlich vertreten wird durch ihren Geschäftsführer

(hereinafter "MONOLITH") is a company duly organized and existing under the laws of the Netherlands. MONOLITH is represented by Monolith Investment Management B.V. which in turn is legally represented by its Managing Director

**Dimitri T.G.J. Kaandorp**

und ist Inhaber von

and is holder of

**1.005.336  
auf den Namen lautender Stückaktien der/ordinary bearer shares in  
KHD Humboldt Wedag International AG  
- ISIN DE0006578008 -**

MONOLITH bevollmächtigt hiermit und, für den Fall dass MONOLITH selbst von Dritten bevollmächtigt wird, erteilt Untervollmacht an

MONOLITH hereby grants power of attorney and, in case MONOLITH itself is granted Power of Attorney, grants sub-authorisation to

**Christian Gehling  
Dr. Christoph Nolden  
geschäftsansässig/with offices at Taunusanlage 1, 60319 Frankfurt am Main**

- jeden von ihnen einzeln -  
(nachfolgend jeweils einzeln „Bevollmächtigte“)

- each of them separately -  
(hereinafter each of them separately "Representatives")

MONOLITH im Zusammenhang mit der ordentlichen Hauptversammlung der KHD Humboldt Wedag International AG zu vertreten, insbesondere, aber nicht ausschließlich,

to fully represent MONOLITH in connection with the annual general meeting of KHD Humboldt Wedag International, in particular, but not limited to

- Aktionärsrechte gegenüber der KHD Humboldt Wedag International AG geltend zu machen, insbesondere,

- to exercise shareholders' rights vis-à-vis KHD Humboldt Wedag International AG, in particular, but not lim-

- aber nicht ausschließlich, das Recht, die Einberufung einer Hauptversammlung zu verlangen, die Aufnahme von Tagesordnungspunkten zur Beschlussfassung der Hauptversammlung zu verlangen und Beschlussvorschläge zu machen,
- MONOLITH in der ordentlichen Hauptversammlung der KHD Humboldt Wedag International AG zu vertreten und alle Rechte aus den von MONOLITH zum Zeitpunkt der Hauptversammlung gehaltenen auf den Inhaber lautenden Stückaktien der KHD Humboldt Wedag International AG auszuüben, insbesondere für die MONOLITH das Stimmrecht sowie alle Antrags-, Auskunfts- und Informationsrechte auszuüben und alle Maßnahmen vorzunehmen, die die MONOLITH selbst hätte vornehmen können, gleichgültig ob in Hinblick auf Aktien der MONOLITH oder in Hinblick auf Aktien, für deren Ausübung von Rechten Vollmacht an die MONOLITH erteilt wurde sowie
  - Mitteilungen nach dem AktG oder weiteren Gesetzen an die KHD Humboldt Wedag International AG, Behörden oder sonstige Dritte zu machen.
- ited to, request the calling of a shareholders meeting or that items are put on the agenda of a shareholders' meeting and to make proposals for resolutions;
- to represent MONOLITH in the annual general meeting of KHD Humboldt Wedag International AG and to exercise any rights of the ordinary bearer shares in KHD Humboldt Wedag International AG held by MONOLITH on the time of the annual general meeting, in particular, but not limited to, to exercise the voting rights and the rights of application and to demand and obtain information related to such shareholding and to undertake all legal actions that MONOLITH itself would be able to undertake, regardless whether in respect of shares held by MONOLITH or in respect of shares for which a power of attorney has been granted to MONOLITH and
  - to issue notifications pursuant to the German Stock Corporation Act or any other laws vis-à-vis KHD Humboldt Wedag International AG, authorities and other third parties.

Zur Ausübung der Stimmrechte in der Hauptversammlung für die MONOLITH sind die Bevollmächtigten nur berechtigt, wenn und soweit sie zuvor von der MONOLITH ausdrücklich angewiesen worden sind. Die Vollmacht zur Ausübung der Stimmrechte erlischt, wenn und soweit MONOLITH zeitlich nachfolgend eine Stimmrechtsvollmacht für die von ihr zum Zeitpunkt der Hauptversammlung gehaltenen Aktien erteilt.

Im Übrigen sind die Bevollmächtigten dazu berechtigt, alle nach ihrem Ermessen in diesem Zusammenhang notwendigen und zweckmäßigen Erklärungen für MONOLITH abzugeben und entgegenzunehmen sowie

The Representatives shall only exercise the voting rights for MONOLITH, if and to the extent MONOLITH has previously issued specific instructions to the Representatives. The voting right proxy expires if and to the extent MONOLITH subsequently issues further voting rights proxy regarding its shares held on the date of the annual general meeting.

In all other respects, the Representatives are authorized to make or receive all declarations and take all actions on behalf of MONOLITH which they deem to be necessary and appropriate in connection there-

entsprechende Handlungen vorzunehmen.

Die Vollmacht schließt das Recht zur Unterbevollmächtigung mit ein. Die Bevollmächtigten sind von sämtlichen Beschränkungen des § 181 BGB befreit und berechtigt, neben MONOLITH auch andere Aktionäre der KHD Humboldt Wedag International AG in der Hauptversammlung zu vertreten.

Sollten einzelne oder alle der vorgenannten Handlungen von den Bevollmächtigten bereits vorgenommen worden sein, so werden diese hiermit genehmigt.

Die Auslegung und der Bestand dieser Vollmacht richten sich nach dem Recht der Bundesrepublik Deutschland. Maßgeblich ist die deutsche Fassung dieser Vollmacht.

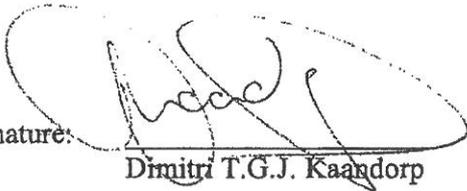
with.

This Power of Attorney includes the right to grant sub-authorizations. The Representatives are released from the restrictions imposed by Sec. 181 German Civil Code and may represent other shareholders of KHD Humboldt Wedag International AG at the annual general shareholders meeting.

Should any or all of the aforementioned acts have already been executed by the representatives, they are herewith approved.

This Power of Attorney shall be subject to and construed in accordance with the laws of the Federal Republic of Germany. Only the German version of this power or attorney is authoritative.

Signature:



Dimitri T.G.J. Kaandorp

Place/Date:

19 March 2013, Austria



# Chamber of Commerce Commercial Register extract

Commercial Register No. 34247119

This registration is administrated by the Chamber of Commerce for Amsterdam

Page 1 (of 2)

## Legal entity

RSIN	815655174
Legal form	Private Limited Liability Company (Besloten Vennootschap)
Statutory name	Monolith Investment Management B.V.
Corporate seat	Amsterdam
First entry in Commercial Register	26-04-2006
Date of deed of incorporation	25-04-2006
Date of deed of last amendment to the Articles of Association	09-05-2007
Issued capital	EUR 138.000,00
Paid-up capital	EUR 138.000,00
Filing of the annual accounts	The annual accounts for the financial year 2011 were filed on 03-05-2012.

## Company

Trade name	Monolith Investment Management B.V.
Company start date	25-04-2006
Activities	SBI-code: 6612 - Stockbrokers, investment consultants etc.
Employees	4

## Establishment

Establishment number	000004290739
Trade name	Monolith Investment Management B.V.
Visiting address	Parnassusweg 21 1, 1077DB Amsterdam
Telephone number	0204287489
Fax number	0206204659
Internet address	www.monolith.nl
E-mail address	info@monolith.nl
Date of incorporation	25-04-2006
Activities	SBI-code: 6612 - Stockbrokers, investment consultants etc. For further information on activities, see Dutch extract.
Employees	4

## Board members

Name	van Vlaardingen, Daniël Mels Georg
Date and place of birth	01-09-1968, Breda
Date of entry into office	25-04-2006
Title	Directeur
Powers	Solely/independently authorised
Name	Kaandorp, Dimitri Theodoor Gerard Johan
Date and place of birth	12-10-1971, Nijmegen
Date of entry into office	07-12-2007



A certified extract is an official proof of registration in the Commercial Register. Certified extracts issued on paper are signed and contain a microtext and UV logo printed on 'optically dull' paper. Certified extracts issued in digital form are signed with a verifiable digital signature.



# Chamber of Commerce Commercial Register extract

Commercial Register No. 34247119

Page 2 (of 2)

Title  
Powers

Directeur  
Solely/independently authorised

Amsterdam, 19-03-2013. Extract was made at 10.20 hours.  
For extract

N. Snijders, Plv. Directeur

## Power of Attorney and Voting Right Proxy for Annual Meeting of Shareholders 2013

The undersigned

**RWC European Focus Fund L.P.,  
acting through its general partner RWC Focus Asset Management Limited  
60 Petty France, London SW1H 9EU  
English Company Number 02080257**

("RWC EFF") each entity duly organised and existing under the laws of the England & Wales  
holds

**1,245,999 shares in  
KHD Humboldt Wedag International AG  
- ISIN DE0006578008 -**

RWC EFF hereby grants power of attorney and, in case RWC EFF itself is granted Power of Attorney, grants sub-authorisation to

Christian Gehling  
Dr. Christoph Nolden  
with offices at Taunusanlage 1, 60319 Frankfurt am Main

each of them separately -  
(each of them separately "**Representatives**")

to fully represent RWC EFF in connection with the annual general meeting of KHD Humboldt Wedag International, in particular, but not limited to:

- to exercise shareholders' rights vis-à-vis KHD Humboldt Wedag International AG, in particular, but not limited to, request the calling of a shareholders meeting or that items are put on the agenda of a shareholders' meeting and to make proposals for resolutions;
- to represent RWC EFF in the annual general meeting of KHD Humboldt Wedag International AG and to exercise any rights of the ordinary bearer shares in KHD Humboldt Wedag International AG held by RWC EFF on the time of the annual general meeting, in particular, but not limited to, to exercise the voting rights and the rights of application and to demand and obtain information related to such shareholding and to undertake all legal actions that RWC EFF itself would be able to undertake, regardless whether in respect of shares held by RWC EFF or in respect of shares for which a power of attorney has been granted to RWC EFF and
- to issue notifications pursuant to the German Stock Corporation Act or any other laws vis-à-vis KHD Humboldt Wedag International AG, authorities and other third parties.

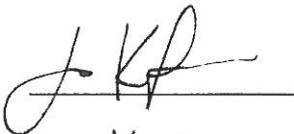
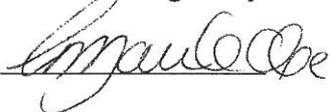
The Representatives shall only exercise the voting rights for RWC EFF, if and to the extent RWC EFF has previously issued specific instructions to the Representatives. The voting right proxy expires if and to the extent RWC EFF subsequently issues further voting rights proxy regarding its shares held on the date of the annual general meeting.

In all other respects, the Representatives are authorized to make or receive all declarations and take all actions on behalf of RWC EFF which they deem to be necessary and appropriate in connection therewith.

This Power of Attorney includes the right to grant sub-authorizations. The Representatives are released from the restrictions imposed by Sec. 181 German Civil Code and may represent other shareholders of KHD Humboldt Wedag International AG at the annual general shareholders meeting.

Should any or all of the aforementioned acts have already been executed by the representatives, they are herewith approved.

This Power of Attorney shall be subject to and construed in accordance with the laws of the Federal Republic of Germany.

Signature:		Date:	<u>18.03.13</u>
Name:	JAMES KAUFMANN Authorised signatory		
Signature:		Date:	<u>18.03.13</u>
Name:	GEMMA BRANBRIDGE Authorised signatory		

**Power of Attorney and Voting Right Proxy for Annual Meeting of Shareholders 2013**

The undersigned

**RWC European Focus Master Inc.  
94 Solaris Avenue, Camena Bay  
Grand Cayman KYq-1108, Cayman Islands**

(“*RWC EFM*”, duly organized and existing under the laws of the Cayman Islands,

holds

**707,982 shares in  
KHD Humboldt Wedag International AG  
- ISIN DE0006578008 -**

RWC EFM hereby grants power of attorney and, in case RWC EFM itself is granted Power of Attorney, grants sub-authorisation to

Christian Gehling  
Dr. Christoph Nolden  
with offices at Taunusanlage 1, 60319 Frankfurt am Main

- each of them separately -  
(hereinafter each of them separately “**Representatives**”)

to fully represent RWC EFM in connection with the annual general meeting of KHD Humboldt Wedag International AG, in particular, but not limited to

- to exercise shareholders’ rights vis-à-vis KHD Humboldt Wedag International AG, in particular, but not limited to, request the calling of a shareholders meeting or that items are put on the agenda of a shareholders’ meeting and to make proposals for resolutions;
- to represent RWC EFM in the annual general meeting of KHD Humboldt Wedag International AG and to exercise any rights of the ordinary bearer shares in KHD Humboldt Wedag International AG held by RWC EFM on the time of the annual general meeting, in particular, but not limited to, to exercise the voting rights and the rights of application and to demand and obtain information related to such shareholding and to undertake all legal actions that RWC EFM itself would be able to undertake, regardless whether in respect of shares held by RWC EFM or in respect of shares for which a power of attorney has been granted to RWC EFM and
- to issue notifications pursuant to the German Stock Corporation Act or any other laws vis-à-vis KHD Humboldt Wedag International AG, authorities and other third parties.

The Representatives shall only exercise the voting rights for RWC EFM, if and to the extent RWC EFM has previously issued specific instructions to the Representatives. The voting right proxy expires if and to the extent RWC EFM subsequently issues further voting rights proxy regarding its shares held on the date of the annual general meeting.

In all other respects, the Representatives are authorized to make or receive all declarations and take all actions on behalf of RWC EFM which they deem to be necessary and appropriate in connection therewith.

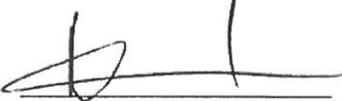
This Power of Attorney includes the right to grant sub-authorizations. The Representatives are released from the restrictions imposed by Sec. 181 German Civil Code and may represent other shareholders of KHD Humboldt Wedag International AG at the annual general shareholders meeting.

Should any or all of the aforementioned acts have already been executed by the representatives, they are herewith approved.

This Power of Attorney shall be subject to and construed in accordance with the laws of the Federal Republic of Germany.

Signature:   
JAMES KAUFMANN  
Authorised signatory

Place/Date: 07.05.13

Signature:   
PAUL LARCHE  
Authorised signatory

Place/Date: 07.05.13



RWC European Focus Master Inc.  
RWC European Focus Fund Inc.  
94 Solaris Avenue  
Camana Bay  
Grand Cayman KY1-1108  
Cayman Islands

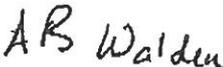
[www.rwcpartners.com](http://www.rwcpartners.com)

14 March 2013

To whom it may concern:

**Authorised signatories for Operational Matters**

We, in our capacity as directors of each of RWC European Focus Master Inc. and RWC European Focus Fund Inc. hereby confirm that the people whose names and signatures appear on the appended authorised signatory list are authorised to act in our name and on behalf of each of RWC European Focus Master Inc. and RWC European Focus Fund Inc. for operational matters on the terms set out in such authorised signatory list.

 ..... Mike Bishop	 ..... Phillip Caldwell
 ..... Brian Walden	



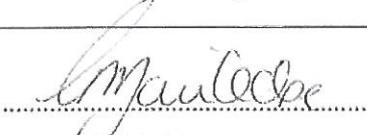
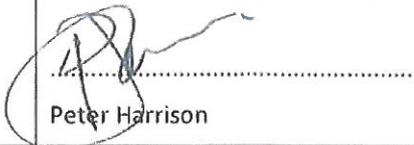
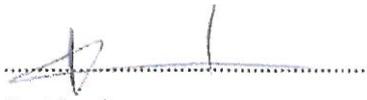
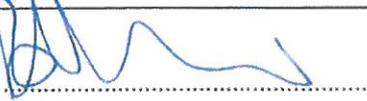
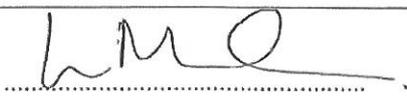
**RWC Asset Management LLP**  
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London  
SW1H 9EU

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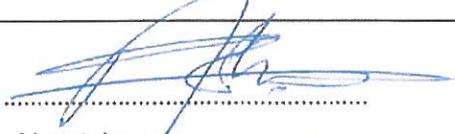
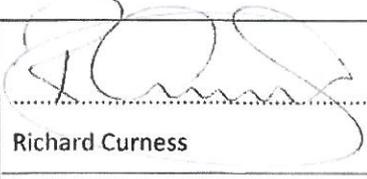
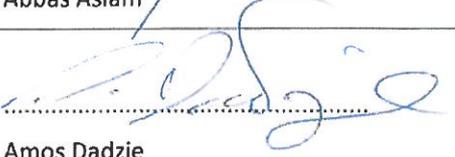
**Operational Related Authorised Signatory List**

All operational related activities require two A signatories *except* where a cash movement relates to an inter account transfer for the same fund, for which two A signatories or one A and one B signatory will suffice:

**A. Authorised Signatories**

 ..... Gemma Bainbridge	 ..... Peter Harrison
 ..... James Kaufmann	 ..... Paul Larche
 ..... Matt Low	 ..... Len Munden

**B. Authorised Signatories**

 ..... Abbas Aslam	 ..... Richard Curness
 ..... Amos Dadzie	 ..... Ian Weston
 ..... Mark Wren	

20 January 2011



60 Petty France  
London SW1H 9EU

[www.rwcpartners.com](http://www.rwcpartners.com)

Tel: +44 (0)20 7227 6000  
Fax: +44 (0)20 7227 6003

1 October 2012

**RWC Focus Asset Management Limited – Authorised Signatory List: Corporate Matters**

All matters concerning corporate related activities require authorisation by two of the following signatories:

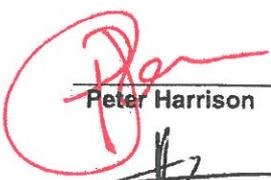
**Authorised Signatories:**

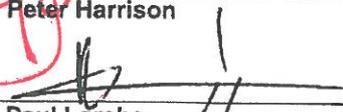
  
\_\_\_\_\_  
Gemma Bainbridge

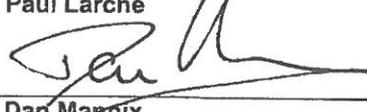
  
\_\_\_\_\_  
James Kaufmann

  
\_\_\_\_\_  
Matt Low

  
\_\_\_\_\_  
Len Munden

  
\_\_\_\_\_  
Peter Harrison

  
\_\_\_\_\_  
Paul Larche

  
\_\_\_\_\_  
Dan Mannix

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