



ProCredit
H O L D I N G

**Invitation to the
Extraordinary General Meeting
on 10 December 2020**

ISIN: DE0006223407

WKN: 622340

The “Act on measures in company, cooperative, association, foundation and residential property law to combat the effects of the COVID-19 pandemic” (*C19-AuswBekG*), which came into force on 28 March 2020, provides for the possibility of holding General Meetings in 2020 without the physical presence of shareholders or their authorised representatives (*virtual General Meeting*). In view of the COVID-19 pandemic, which will continue for an unforeseeable period of time, and in accordance with the rules of conduct adopted by the State of Hesse in this respect, in particular the applicable restrictions on events and meetings, as well as the objective of avoiding health risks for the shareholders, employees and external service providers as well as the members of the Company’s executive bodies, the General Partner of ProCredit Holding AG & Co. KGaA, ProCredit General Partner AG, with the approval of the Supervisory Board of ProCredit Holding AG & Co. KGaA, has decided to take advantage of the possibility to conduct the General Meeting virtually.

**Convocation of an Extraordinary General Meeting
(Virtual General Meeting)
of ProCredit Holding AG & Co. KGaA, Frankfurt am Main**

ProCredit Holding AG & Co. KGaA
Frankfurt am Main
ISIN: DE0006223407
WKN: 622340

We hereby invite our shareholders to attend an

Extraordinary General Meeting

which will take place without the physical presence of shareholders
and their authorised representatives at the premises of
Quipu GmbH, Königsberger Strasse 1, 60487 Frankfurt am Main

on

Thursday, 10 December 2020 at 14:00 hrs. (CET)

Neither shareholders nor their authorised representatives (with the exception of the Company’s voting representatives) will be able to be physically present at the venue of the virtual General Meeting. Shareholders or their authorised representatives who nevertheless present themselves at the venue will not be granted admission. In accordance with section 1 (2) sentence 1 no. 1 C19-AuswBekG, duly registered shareholders and their authorised representatives will have access to an audiovisual broadcast of the entire Extraordinary General Meeting via the Company’s website (www.procredit-holding.com) under “Investor Relations / General Meetings”. More detailed information will be available after the announcement of the agenda with the proposed resolutions.

I.
Agenda:

1. Adoption of a resolution on the appropriation of profit

The General Partner and Supervisory Board propose that the profit for the 2019 financial year in the amount of EUR 96,508,787.06 be appropriated as follows:

The entire amount is to be carried forward to new account (retained earnings)	EUR 96,508,787.06
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After consultation with the Supervisory Board, the Management Board of the General Partner decided on 11 November 2020 to propose to the Extraordinary General Meeting of the Company that the profit for financial year 2019 (EUR 96,508,787.06) be carried forward in its entirety to new account. The Supervisory Board has approved this decision, which is in line with the recommendations of the European Central Bank and the Federal Financial Supervisory Authority (BaFin) that banks should not pay any dividends before 1 January 2021.

In agreement with the Supervisory Board, the Management Board of the General Partner confirms its intention to submit a proposal to the 2021 Annual General Meeting of the Company for the appropriation of profits, which takes into account the absence of a dividend payment for financial year 2019 and is in line with the Company's current dividend policy. This proposal will take into account the then current recommendations of the supervisory authorities regarding dividend payments.

Until the time of this decision, EUR 17.7 million will continue to be deducted from the regulatory capital of the ProCredit group with regard to financial year 2019. This is in line with the Company's dividend policy, which calls for the distribution of one third of the consolidated profit for a financial year as a dividend to the shareholders.

2. Adoption of a resolution to approve the amendment of the Profit and Loss Transfer Agreement between the Company and ProCredit Bank AG

Due to an amendment to regulation (EU) No. 575/2013 (Capital Requirements Regulation, CRR), from a supervisory perspective it is necessary for ProCredit Bank AG to amend the Profit and Loss Transfer Agreement. The necessity of the amendment arises from requirements relating to the recognition of capital instruments as Common Equity Tier 1 capital (CET 1) in the event of the existence of a profit and loss transfer agreement as per Article 28 (3) (f) CRR. The competent supervisory authority insists that the termination provision laid down therein be incorporated verbatim into the profit and loss transfer agreement, the effect being that such agreement may only be terminated at the end of a financial year – taking effect from the beginning of the following financial year at the earliest – whereby the obligation of the parent company to grant the subsidiary full compensation for all losses incurred during the current financial year remains unchanged.

The necessity for the General Meeting to approve the amendment to the agreement is set forth in section 295 (1) sentence 2 in conjunction with section 293 (2) AktG.

On 6 November 2020, the Company adjusted the existing profit and loss transfer agreement with ProCredit Bank AG dated 12 April 2012 in the version dated 12 July 2019, in order to enable the Controlled Subsidiary Company to continue to recognise the capital instruments concerned as Common Equity Tier 1 capital (CET 1) under the amended Capital Requirements Regulation II (CRR II).

The General Partner and the Supervisory Board propose that this amendment be approved.

II. Additional information on the convocation of the meeting

1. Total number of shares and votes

At the time of the convocation of the meeting, the share capital of the Company amounts to EUR 294,492,460.00. It is divided into 58,898,492 registered shares with no par value. Each share confers one vote. The total number of votes is thus 58,898,492.

2. Conducting the General Meeting virtually without the physical presence of shareholders and their authorised representatives, audiovisual transmission

In view of the continuing COVID-19 pandemic and in accordance with C19-AuswBekG, the Extraordinary General Meeting of ProCredit Holding AG & Co KGaA will be held on 10 December 2020 without the physical presence of the shareholders and their authorised representatives as a virtual Extraordinary General Meeting. It will be possible to attend the virtual Extraordinary General Meeting and exercise voting rights by connecting (*logging in*) electronically.

The physical participation of shareholders or their authorised representatives is not permitted. However, on 10 December 2020 from 13:45 hours (CET), you will be able to access the entire AGM by logging into an audiovisual transmission via a password-protected internet portal (*InvestorPortal*) on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

Under the provisions of section 118 (1) sentence 2 AktG, there is no possibility for shareholders to participate in the General Meeting without themselves or an authorised representative being present at the venue to exercise all or some of their rights in whole or in part, even by means of electronic communication; specifically, an audiovisual transmission does not constitute participation in the General Meeting within the meaning of section 118 (1) sentence 2 AktG.

3. Prerequisites for logging in and exercising shareholder rights, in particular voting rights

According to article 19 (1) of the Articles of Association of the Company, only those shareholders who are entered in the share register and have registered for the General Meeting **by midnight (24:00 CET) on 5 December 2020 at the latest (*duly registered shareholders*)** are entitled to log in and exercise their shareholder rights, particularly their right to vote in the General Meeting. Registration can also be made via the password-protected InvestorPortal on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings". Shareholders can access the InvestorPortal by entering their shareholder number and the corresponding access password. The shareholder number and individual access password can be found in the documents sent out with the invitation. If the InvestorPortal is not used for registration, the registration must be sent to the Company in writing (as per section 126b BGB) at the postal, fax or e-mail addresses listed below:

by post to: ProCredit Holding AG & Co KGaA
c/o Computershare Operations Center,
80249 München,
by fax to: +49 89 30903-74675, or
by e-mail to: anmeldestelle@computershare.de

Intermediaries, in particular credit institutions, shareholders' associations as well as persons, financial service institutions or companies holding analogous rights pursuant to section 135 (8) AktG or section 135 (10) in conjunction with section 125 (5) AktG, may exercise voting rights for shares they do not hold but with respect to which they are registered in the share register as owner, only pursuant to a written authorisation.

When registering, the shareholders may use the registration forms included with this invitation. In order to ensure that these documents are received on time, shareholders are asked to submit their registration as early as possible.

Registering for the General Meeting has no impact on the transferability of the shares concerned. It should be noted that only those who are entered as shareholders in the share register on the day of the General Meeting are considered to be shareholders of the Company (section 67 (2) sentence 1 AktG). Therefore, the right to log in and participate in the General Meeting and the number of voting rights held, depend on the status of the entry in the share register on the day of the General Meeting. This will correspond to the position at midnight on 5 December 2020 (24:00 hours CET) (the "Technical Record Date"), because for organisational reasons there will be a freeze on the transfer of shares from 6 December 2020 at 00:00 hours CET, until 10 December 2020 at 24:00 hours CET, and no new registrations or deregistrations will be made in the share register during this time; any such applications will only be executed and included in the Company's share register with effect after the General Meeting on 10 December 2020. All holders of shares who have not yet been entered into the share register are thus asked to submit, as soon as possible and in their own interests, any requests for entries to be made.

4. InvestorPortal

The InvestorPortal will be open for all registered shareholders of ProCredit Holding AG & Co KGaA to register for the General Meeting from the time the General Meeting is convened (see point 3. above). In order to be able to access the InvestorPortal via the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings"; shareholders must log in with the access data (shareholder number and password) which can be found in the documents sent out with the invitation. In order access the InvestorPortal for the first time, all shareholders will be sent an individual password with the documents accompanying the invitation to the General Meeting.

Duly registered shareholders and their authorised representatives can use the InvestorPortal to exercise their voting rights, grant powers of attorney, submit questions and/or raise objections for inclusion in the minutes. Please refer to the technical notes at the end of this notice of convocation.

5.

Exercising voting rights by means of electronic absentee voting

Duly registered shareholders may also exercise their voting rights by means of an electronic communication without attending the General Meeting (electronic absentee voting).

Before and during the General Meeting, duly registered shareholders may only exercise their voting rights by means of electronic absentee voting via the InvestorPortal of ProCredit Holding AG & Co. KGaA, which can be accessed on the ProCredit Holding website (www.procredit-holding.com) under “Investor Relations / General Meetings”. Voting rights may be exercised via the InvestorPortal until voting begins on the day of the General Meeting. Duly registered shareholders can also use the InvestorPortal to change or revoke votes previously cast by means of electronic absentee voting. This is also possible during the General Meeting until voting begins.

Voting is only possible in relation to such motions and nomination proposals that were published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

Duly registered shareholders or their authorised representatives who exercise their voting rights by means of electronic absentee voting will receive from the Company an electronic confirmation of the votes cast in this way in accordance with the requirements of section 118 (2) sentence 2 and 118 (1) sentence 3 AktG in conjunction with article 7 (1) and the first subparagraph of article 9 (5) of Commission Implementing Regulation (EU) 2018/1212. After votes have been cast by electronic absentee voting via the Company’s InvestorPortal, this confirmation will be made available to the shareholder or – if the vote is cast by an authorised representative – directly to the authorised representative. The Company reserves the right to use a third party to provide electronic confirmation of the exercise of voting rights by electronic means.

If an intermediary within the meaning of section 67 (4) AktG casts votes by means of electronic absentee voting, the intermediary shall forward the confirmation of the electronic exercise of voting rights to the shareholder without delay.

Shareholders will receive further information on electronic absentee voting along with the invitation.

6.

Exercise of voting rights by granting of power of attorney to the voting representatives of the Company

Shareholders may have their votes cast in accordance with their instructions by voting representatives appointed by the Company. In addition to the power of attorney, voting representatives appointed by the Company must also be given explicit and unambiguous instructions on how to exercise your voting rights.

Voting representatives are obliged to vote as instructed; they shall not exercise voting rights according to their own discretion. Should an individual vote be held on an item on the agenda, instructions issued for this purpose shall also be applicable to each individual sub-point. They will abstain from voting on votes for which no express instructions have been given. Voting representatives cannot accept any instructions or orders to file objections to resolutions of the General Meeting, or to submit questions or propose motions.

Duly registered shareholders can make use of the power of attorney and instruction form, which is included with the invitation, in order to empower voting representatives of the Company who will then be bound by the instructions given therein. It is also possible to request that the power of attorney and instruction form be sent to the shareholder's registered address by post, fax or e-mail. Additionally, a power of attorney form can also be downloaded from the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings". If shareholders use the power of attorney and instruction form, the power of attorney and instructions to the Company's voting representatives who are bound by your instructions can only be issued, changed or revoked via the address given in the power of attorney and instruction form until midnight on 9 December 2020 (24:00 hours CET) at the latest. The date on which the power of attorney and/or instruction is received by the Company is decisive for the validity of the granting, amendment and/or revocation of said power of attorney and/or instruction.

Votes may only be cast and instructions issued in relation to motions and nomination proposals that are published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

If conflicting declarations regarding the granting and revocation of a power of attorney to the Company-nominated voting representatives or regarding the issue, amendment and revocation of instructions to the Company-nominated voting representatives are received via different transmission channels and it is not possible to identify which was most recently submitted, declarations will be considered in the following order of priority: firstly those received by e-mail, then by fax and finally in paper form. If electronic absentee votes and powers of attorney/instructions are received and it is not possible to determine which was most recently submitted, the electronic absentee votes will be considered first.

Shareholders will be sent further instructions on how to grant powers of attorney and issue instructions to the voting representatives appointed by the Company together with the invitation.

7.

Authorisation of third parties to exercise voting and other rights

In addition to the voting representatives nominated by the Company, duly registered shareholders may also authorise a third party to exercise their voting rights and other rights (*authorised third parties*). Authorised third parties may in turn exercise such voting rights by electronic absentee vote or by issuing a power of attorney and instructions to the Company's authorised representatives (see above). If the shareholder authorises more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

The granting of the power of attorney, its revocation and the proof of authorisation of third parties vis-à-vis the Company must be in writing (section 126b BGB) if no power of attorney is granted in accordance with section 135 AktG. When authorising third parties to exercise voting rights in accordance with section 135 AktG (Exercise of the voting right by credit institutions and commercial proxy services, associations of stockholders and to persons who tender the service commercially to stockholders of exercising their voting right at the general meeting), special features must generally be considered. Shareholders who wish to grant a power of attorney to exercise voting rights in accordance with section 135 AktG are advised to consult with the

respective authorised third party representative about any special features of said power of attorney and to agree on these.

Intermediaries (in particular credit institutions), associations of stockholders, voting rights advisers and persons who tender commercial services to stockholders of exercising their voting right at the General Meeting and who represent a majority of shareholders are recommended to contact the shareholder hotline or the registration office at the above address prior to the General Meeting with regard to the exercise of voting rights.

If no intermediary (in particular a credit institution), no association of shareholders, no voting rights adviser nor a person acting in a commercial capacity for shareholders in order to exercise voting rights at the General Meeting has been authorised, the power of attorney can be issued either to the Company or directly to the authorised third party representative (in this case, written proof of granting authorisation to the Company is required). The authorisation to the Company or proof of authorisation to the Company must be submitted to the Company in writing

by post to: ProCredit Holding AG & Co KGaA
c/o Computershare Operations Center,
80249 München,

by fax to: +49 89 30903-74675

by e-mail to: anmeldestelle@computershare.de

The same applies to revocation of the power of attorney.

If the granting or proof of a power of attorney or its revocation is made by means of a declaration to the Company sent by post or fax, for organisational reasons this declaration must be received by the Company by midnight on 9 December 2020 (24:00 hours CET) at the latest. It is also possible to submit the grant of power of attorney to the Company or proof of such power of attorney or revocation of such power of attorney to the above-mentioned e-mail address up until the day of the General Meeting itself. By this means of submission, proof of power of attorney may be furnished by sending a copy or scan of such power of attorney.

Duly registered shareholders who wish to authorise a third-party representative are requested to use the power of attorney form provided by the Company for this purpose and included with the invitation. It is also possible to request that the power of attorney form be sent to the registered address by post, fax or e-mail. Additionally, a power of attorney form can also be downloaded from the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings". Powers of attorney can also be issued electronically via the InvestorPortal until voting begins on the day of the General Meeting.

The Company will provide authorised third-party representatives with their own individual access data permitting them to log into the General Meeting and to exercise shareholder rights, in particular the right to cast an electronic absentee vote. It is therefore not necessary for the shareholder to pass on any access data.

Voting is only possible in relation to such motions and nomination proposals that were published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

Shareholders will be sent further instructions on how to grant powers of attorney to third parties with the invitation.

8.

Possibility for shareholders to ask questions

Duly registered shareholders have the opportunity to ask questions through electronic channels (see section 1 (2) sentence 1 no. 3 C19-AuswBekG). Such questions are to be submitted at the latest two days before the General Meeting, i.e. by midnight on 7 December 2020 (24:00 hours CET), via the InvestorPortal accessible via the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

Questions may not be submitted after the above deadline. It is intended to name the persons who submitted questions when providing the respective answers. For more detailed information on shareholder rights and data protection, please refer to the explanatory notes at the end of this invitation.

9.

Declaration of objections to be included in the minutes

From the beginning until the end of the General Meeting, duly registered shareholders who have exercised their voting rights may use the InvestorPortal to lodge objections to resolutions of the General Meeting and these will be recorded in the notary's minutes.

10.

Information on the rights of shareholders

- a) Motions to expand the agenda pursuant to section 122 (2) AktG, in conjunction with section 1 (3) sentence 4 C19-AuswBekG

Pursuant to section 122 (2) AktG, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00 (the equivalent of 100,000 shares) may demand that items be added to the agenda and published. Each item is to be accompanied by an explanation or a draft proposal.

The demand is to be made in writing or electronically, i.e. using a qualified electronic signature (as per section 126a of the German Civil Code – BGB) and addressed to the General Partner of the Company; it must be received by the Company **at the latest by midnight (24:00 hours CET) on 25 November 2020** at the following address:

ProCredit Holding AG & Co. KGaA
ProCredit General Partner AG
Management Board
Extraordinary General Meeting 2020
Rohmerplatz 33-37
60486 Frankfurt am Main

The respective shareholders must prove that they have owned the shares for at least 90 days before the demand was received and that they will continue to hold said shares until the General Partner has made its decision regarding the motion. Section 70 AktG shall apply when calculating the period of share ownership. Section 121 (7) AktG shall also be applied accordingly.

Additions to the agenda which are subject to disclosure shall, unless already announced when convening the General Meeting, be announced immediately upon receipt of the request and, in the same manner as the convocation notice, be forwarded for publication to such media as may be presumed to distribute said information throughout the entire European Union. These will also be made available on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

b) Counter-motions and nomination proposals
pursuant to sections 126 (1) and 127 AktG

Shareholders may make counter-motions against resolution proposals of the General Partner and/or Supervisory Board of the Company with respect to individual agenda points and submit nomination proposals for elections appearing on the agenda.

Counter-motions (including grounds) and nomination proposals shall be submitted in writing by post, fax or e-mail to the address below:

by post: ProCredit Holding AG & Co. KGaA
ProCredit General Partner AG
Management Board
Extraordinary General Meeting 2020
Rohmerplatz 33-37
60486 Frankfurt am Main

or by fax: +49 (0)69 951 437 168

or by e-mail: PCH_HV@procredit-group.com

It will not be possible to consider counter-motions and nomination proposals addressed in another manner.

Grounds must be provided for counter-motions; this does not apply to nomination proposals.

Counter-motions for which grounds have been provided and nomination proposals will only be taken into consideration if received at the address above **by midnight (24:00 hours CET) on 25 November 2020 at the latest.**

Any counter-motions (together with grounds) or nomination proposals received in good time from shareholders will be published on the Company's website, along with the name of the shareholder, a reason and any statement issued by the General Partner and the Supervisory Board of the Company on www.procredit-holding.com under Investor Relations / General Meetings".

The Company is not required to make available a counter-motion and its grounds or a nomination proposal if one of the exclusion criteria in the sense of section 126 (2) AktG are met, for instance, because a counter-motion or nomination proposal would result in a resolution of the General Meeting being illegal or in violation of the Articles of Association. The grounds for a counter-motion need not be made available if it consists of more than 5,000 characters in total.

In addition to the grounds listed in section 126 (2) AktG, nomination proposals shall likewise not need to be made available if the name, profession and place of residence of the candidate is not included (section 127 sentence 3 in conjunction with section 124 (3) sentence 4 AktG).

A counter-motion or election proposal which must be made accessible in accordance with sections 126 and 127 AktG will be considered to have been made during the virtual General Meeting if the shareholder making the counter-motion or nomination proposal is duly registered for the General Meeting.

c) Shareholders' right to information in accordance with section 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG

In accordance with section 1 (2) C19-AuswBekG, shareholders' rights to information are considerably restricted in the case of a virtual general meeting. Duly registered shareholders are only able to ask questions through electronic channels (see section 1 (2) sentence 1 no. 3 C19-AuswBekG). The General Partner may also stipulate that questions must be submitted at least two days before the General Meeting. The General Partner of the Company, with the approval of the Supervisory Board, has decided to make use of this option. In accordance with section 1 (2) sentence 2 C19-AuswBekG – in deviation from section 131 AktG – the General Partner decides at its own discretion in a due and proper manner which questions it answers and how it answers them. According to the explanatory memorandum to section 1 (2) sentence 2 C19-AuswBekG, the management is permitted to summarise questions. When answering questions, it may give preference to associations of shareholders and institutional investors with significant voting rights. The General Partner also reserves the right to answer frequently asked questions in advance on the Company's website.

With reference to the statements above, please also see "Possibility for shareholders to ask questions" in compliance with section 1 (2) sentence 1 no. 3 C19-AuswBekG.

d) Additional information on the rights of shareholders

Further details on the rights of shareholders in accordance with section 122 (2), section 126 (1), section 127 and section 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG can be found on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

11.

Information and documentation regarding the General Meeting

This notice of convocation for the General Meeting, a translation of this notice in English, the documents to be made available to the General Meeting and other information relevant to the General Meeting are available on the Company's website (www.procredit-holding.com under "Investor Relations / General Meetings") from the time the General Meeting is convened.

Any counter-motions, nomination proposals and requests to expand the agenda which the Company receives from shareholders and which must be published will also be made available on the aforementioned website.

Voting results will be made available following the General Meeting on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

12.

Information on data protection

If shareholders register for the General Meeting, exercise their voting rights by electronic absentee voting or grant power of attorney and instructions to the Company's voting representatives, or authorise a third party to exercise their voting rights and other rights, or participate online in the virtual General Meeting, ProCredit Holding AG & Co. KGaA will collect personal data about shareholders and/or their authorised representatives. This is in order to enable shareholders and/or their authorised representatives to exercise their rights and be able to log into the virtual General Meeting. The processing of personal data is always carried out in accordance with the applicable data protection laws.

The entity responsible for the processing of your personal data is:

ProCredit Holding AG & Co. KGaA
Rohmerplatz 33 – 37
60486 Frankfurt am Main
Fax: +49 (0)69 951 437 168
E-mail: PCH.datenschutz@ProCredit-group.com

Insofar as ProCredit Holding AG & Co. KGaA makes use of service providers to conduct the virtual General Meeting, these service providers shall process personal data only on behalf of ProCredit Holding AG & Co. KGaA and are otherwise legally bound to maintain confidentiality.

If all legal requirements are fulfilled, all data subjects have the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of their personal data at any time, as well as the right to data transmission.

Further information on the handling of your personal data in connection with the General Meeting and on your rights under the EU General Data Protection Regulation (GDPR) can be accessed at any time on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings" or requested from the following address:

ProCredit Holding AG & Co. KGaA
Rohmerplatz 33 – 37
60486 Frankfurt am Main
Fax: +49 (0)69 951 437 168
E-mail: PCH.datenschutz@ProCredit-group.com

13.

Technical notes on the virtual General Meeting

Shareholders or their authorised representatives will need an Internet connection and an appropriate terminal device (such as a computer) to be able to log into the virtual General Meeting, to use the InvestorPortal and to exercise their shareholder rights. To ensure optimum reproduction of the audiovisual transmission of the General Meeting, a stable Internet connection with an adequate data transmission speed is recommended.

Shareholders or their authorised representatives will also need a computer and loudspeakers or headphones to be able to follow the audiovisual transmission of the virtual General Meeting.

From 9 December 2020, 08:00 hrs CET, a test sequence (sound and vision) will be available via the InvestorPortal on the Company's website (www.procredit-holding.com under "Investor Relations / General Meetings"), which will enable shareholders to check the suitability of their hardware and software for logging into the virtual General Meeting.

To access the Company's InvestorPortal, shareholders or their authorised representatives will need the shareholder number and the access password sent with the invitation.

On 10 December 2020, registered shareholders or their registered authorised representatives will be able to access the audiovisual transmission of the virtual General Meeting from 13:45 hrs. CET via the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings" by entering their access data.

In order to avoid the risk of limitations in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended – where possible – to exercise shareholder rights (in particular voting rights) in advance, before the General Meeting begins.

Further details on the InvestorPortal can be found in the terms and conditions for registration and use. Relevant information as well as a detailed description of how to use the InvestorPortal can be found on the Company's website (www.procredit-holding.com) under "Investor Relations / General Meetings".

If shareholders or their registered authorised representatives have any technical questions regarding the InvestorPortal or how to log into the virtual General Meeting, the staff of the service provider, Computershare, will be happy to assist both before and during the General Meeting on the following telephone number:

Shareholder hotline: +49 89 30903-6362

The shareholder hotline is available Monday to Friday from 09:00 to 17:00 hours CET and from 09:00 CET on the day of the General Meeting, 10 December 2020.

If shareholders or their registered authorised representatives have technical questions before the start of the virtual General Meeting, they can also contact the service provider for the General Meeting, Computershare, by e-mail on: investorportal@computershare.de.

14.

Note on the availability of the audiovisual transmission

Shareholders and their authorised representatives can follow the entire General Meeting via an audiovisual transmission on the Internet. Notwithstanding the use of state-of-the-art technology, the audiovisual transmission of the virtual General Meeting and the availability of the Internet-based InvestorPortal can be subject to fluctuations caused by limitations in the availability of telecommunications networks and restrictions by third-party Internet services, over which the Company has no influence. Therefore, the Company cannot assume any guarantee or liability for the functionality and constant availability of the Internet services used, the third-party network components used, the audiovisual transmission, access to the InvestorPortal and its overall availability. The Company also assumes no responsibility for errors and defects in the hardware and software used for the online services, including those of the service providers used, unless caused intentionally. For this reason, the Company recommends that the options for exercising shareholder rights as described above, in particular voting rights, be exercised at an early stage. Insofar as data protection or security considerations make it absolutely necessary, the Chair of the meeting must reserve the right to interrupt, suspend or completely terminate the virtual General Meeting.

15.

Note on time specifications

All times stated in this notice of convocation and in any further information on the convocation are given in Central European Time (CET), as observed in Germany. In terms of UTC (coordinated universal time), UTC = CET minus one hour. CET therefore corresponds to UTC+1.

Frankfurt am Main, November 2020

ProCredit Holding AG & Co. KGaA

the General Partner

ProCredit General Partner AG

Sandrine Massiani

Dr Gabriel Schor

Dr Gian-Marco Felice

