



**ProCredit**  
H O L D I N G

# **Invitation to the Annual General Meeting on 27 May 2021**

ISIN: DE0006223407

WKN: 622340

**Overview with specification pursuant to section 125 (2), (5) of the German Stock Corporation Act (*AktG*)  
in conjunction with Article 4 (1) and Table 3 of the Annex to Commission Implementing Regulation (EU)  
2018/1212 (*EU-IR*)**

<b>A. Specification of the message</b>		
A 1	Unique identifier of the event	Virtual Annual General Meeting of ProCredit Holding AG & Co. KGaA <b>(formal specification pursuant to EU-IR: 9be894405c82eb11811b005056888925)</b>
A 2	Type of message	Invitation to general meeting <b>(formal specification pursuant to EU-IR: NEWM)</b>
<b>B. Specification of the issuer</b>		
B 1	ISIN	DE0006223407
B 2	Name of issuer	ProCredit Holding AG & Co. KGaA
<b>C. Specification of the meeting</b>		
C 1	Date of the General Meeting	27 May 2021 <b>(formal specification pursuant to EU-IR: 20210527)</b>
C 2	Time of the General Meeting	14:00 (CEST) <b>(formal specification pursuant to EU-IR: 12:00 UTC)</b>
C 3	Type of General Meeting	Annual General Meeting as a virtual general meeting without the physical presence of shareholders or their authorised representatives <b>(formal specification pursuant to EU-IR: GMET)</b>
C 4	Location of the General Meeting	URL to the Company’s InvestorPortal to follow the general meeting with video and audio and to exercise shareholder rights: <a href="https://procredit-holding.com/investor-relations/general-meetings/">https://procredit-holding.com/investor-relations/general-meetings/</a>  Physical participation on site is not possible  The venue of the general meeting within the meaning of AktG: Quipu GmbH, Königsberger Straße 1, 60487 Frankfurt am Main <b>(formal specification pursuant to EU-CIR: https://procredit-holding.com/investor-relations/general-meetings/)</b>
C 5	Record Date (the technically decisive record date; “Technical Record Date”)	20 May 2021, 24:00 (CEST) <b>(formal specification pursuant to EU-IR: 20210520; 22:00 UTC)</b>
C 6	Uniform Resource Locator (URL)	<a href="https://procredit-holding.com/investor-relations/general-meetings/">https://procredit-holding.com/investor-relations/general-meetings/</a>

**Further information relating to the Convocation of the Annual General Meeting (Blocks D to F of Table 3 of the Annex to Commission Implementing Regulation (EU) 2018/1212:**

Further information on participation in the Annual General Meeting (Block D), the Agenda (Block E) and details of the deadlines for exercising other shareholder rights (Block F) can be found on the following website:  
<https://procredit-holding.com/investor-relations/general-meetings/>.

The “Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic” (GesRueCOVBekG: **COVID-19 Act**) (as published in the Federal Law Gazette Part I of 27 March 2020, p. 569ff and last amended by Art. 11 of the Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law of 22 December 2020, published in the Federal Law Gazette Part I of 30 December 2020, p. 3328ff) provides for the possibility of holding General Meetings in 2021 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 (**Company**), ProCredit General Partner AG (**General Partner**), 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 the Annual 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 the

**Annual General Meeting**  
which will take place on  
Thursday, 27 May 2021, at 14:00 hours (CEST)

without the physical presence of shareholders or their authorised representatives.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (**AktG**) is the premises of Quipu GmbH, Königsberger Str. 1, 60487 Frankfurt am Main.

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 COVID-19 Act in conjunction with article 19 (2) of the Articles of Association, duly registered shareholders and their authorised representatives will have access to an audiovisual broadcast of the entire AGM via the Company’s password-protected Internet portal (**InvestorPortal**) located at <https://procredit-holding.com/investor-relations/general-meetings/> (please refer to the detailed notes after the transcript of the agenda with the proposed resolutions).

**I.**  
**Agenda:**

- 1. Presentation of the annual financial statements and consolidated financial statements as approved by the Supervisory Board; and of the combined management report for ProCredit Holding AG & Co. KGaA and the group including the explanatory report with disclosures pursuant to section 289a (1) sentence 1 and section 315a sentence 1 HGB (in the version to be applied for the 2020 financial year) and of the Report of the Supervisory Board for the 2020 financial year; as well as the adoption of a resolution to approve the annual financial statements for ProCredit Holding AG & Co. KGaA for the 2020 financial year**

In accordance with section 171 AktG, the Supervisory Board has approved the annual financial statements and consolidated financial statements for the group as prepared by the General Partner. Pursuant to section 286 (1) sentence 1 AktG and article 23 (3) of the Articles of Association, the General Meeting shall resolve upon approval of the annual financial statements.

The General Partner and Supervisory Board propose that approval be granted for the annual financial statements as presented with the recognition of profit in the amount of EUR 52,889,179.97.

- 2. Adoption of a resolution on the appropriation of profit**

The General Partner and Supervisory Board propose that the profit (*Bilanzgewinn*) for the 2020 financial year in the amount of EUR 52,889,179.97 be appropriated as follows:

a) Dividend payment of EUR 0.18 per ordinary share (58,898,492 shares)	EUR 10,601,728.56
b) The remaining amount is to be carried forward to new account (retained earnings)	EUR 42,287,451.41
	<hr/> = EUR 52,889,179.97

In accordance with section 58 (4) sentence 2 AktG, claims to dividends fall due on the third business day following the adoption of the resolution by the General Meeting; i.e. 1 June 2021.

After consultation with the Supervisory Board, the Management Board of the General Partner resolved on 22 March 2021 to propose to the Company's Annual General Meeting that a dividend of EUR 0.18 per ordinary share be distributed (in total EUR 10,601,728.56). This amount corresponds to a value of 20 basis points of the Common Equity Tier 1 capital ratio of ProCredit Holding AG & Co. KGaA and thus to the maximum amount recommended by the European Central Bank for dividend distributions which is in effect until 30 September 2021.

In consultation with the Supervisory Board, the Management Board of the General Partner intends to propose to an Extraordinary General Meeting of the Company,

which is to be held no later than 31 December 2021, a further dividend distribution for the 2020 financial year of EUR 0.35 per ordinary share (in total EUR 20,614,472.20) to be paid from the profit of EUR 42,287,451.41 which is to be carried forward in accordance with b) above (*Additional Dividend 2021*) and to carry forward only the then remaining balance of EUR 21,672,979.21 to new account. The submission of this proposal is subject to the proviso that the payment of the Additional Dividend 2021 does not conflict with any communication from the German Federal Financial Supervisory Authority (BaFin) or the European Central Bank.

Should both the dividend payment under a) and the Additional Dividend 2021 be implemented, the total distribution in 2021 would correspond to one third of the consolidated profit for the financial years 2019 and 2020. This would compensate for the dividend distribution paid for the 2019 financial year.

**3. Adoption of a resolution on the ratification of the acts of the General Partner**

The General Partner and Supervisory Board propose that approval be granted for the acts of the General Partner in the 2020 financial year.

**4. Adoption of a resolution on the ratification of the acts of the members of the Supervisory Board**

The General Partner and Supervisory Board propose that approval be granted for the acts of the members of the Supervisory Board serving during the 2020 financial year.

**5. Adoption of a resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the financial year 2021 as well as the auditor for the review of the abridged financial statements and the interim management report for the first half of 2021**

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed auditor for the annual financial statements and the consolidated financial statements as well as auditor for any review of the interim financial reports for the financial year 2021.

This proposal is based on the considered recommendation of the Risk and Audit Committee of the Supervisory Board within the meaning of Article 16 (2) of Regulation (EU) No 537/2014 of the European Parliament and Council of 16 April 2014 (*Statutory Audit Regulation*) to propose to the Annual General Meeting that either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed to provide the aforementioned audit services. As part of this recommendation, the Risk and Audit Committee informed the Supervisory Board of its considered preference for BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg.

The Risk and Audit Committee declares that its recommendation is free from undue influence by third parties and that it is not subject to any regulatory constraints within the meaning of Article 16 (6) of the Statutory Audit Regulation which would have

limited the scope for selecting a particular auditor or auditing company to carry out the statutory annual audit.

## **6. Adoption of a resolution on elections to the Supervisory Board**

The terms of office of Supervisory Board members Mr Rainer Ottenstein, Mr Christian Krämer and Mr Petar Slavov will each come to an end at the close of the Annual General Meeting that resolves on the ratification of their acts for the 2020 financial year; in the case of Mr Ottenstein, the term will end as scheduled, and in the cases of Mr Krämer and Mr Slavov, the terms will end as a result of their resignation from office.

As stipulated in article 11 (1) of the Company's Articles of Association, the Supervisory Board is composed of six members and, in accordance with sections 96 (1) and 101 (1) AktG, said members are elected by the General Meeting.

The Supervisory Board proposes that,

- i. **Mr Rainer Ottenstein**, Diplom-Kaufmann, Deputy Chair of the Supervisory Board of ProCredit General Partner AG and ProCredit Holding AG & Co. KGaA, Frankfurt am Main, Germany,

be re-elected to the Supervisory Board for the period from the close of this Annual General Meeting until the close of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for the 2025 financial year; and that

- ii. **Ms Jovanka Joleska Popovska**, Member of the Supervisory Boards and the respective Audit Committees of B.C. ProCredit Bank S.A., Moldova and ProCredit Bank sh.a., Albania, and
- iii. **Dr Jan Martin Witte**, Director, Global Equity and Funds (LNd) in KfW's Development Bank Business Area, Kronberg, Germany

be elected to the Supervisory Board for the period from the close of this Annual General Meeting until the close of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for the 2021 financial year.

The proposed candidates' CVs as well as additional information, in particular on their relevant knowledge, skills and experience, are included at the end of this convocation notice.

In accordance with Recommendation C.1 of the German Corporate Governance Code as amended on 16 December 2019 (*DCGK2020*), the nomination proposals take into account the specific objectives determined by the Supervisory Board regarding its composition, while striving to fulfil the overall competence profile developed by the Supervisory Board for the entire body.

Dr Witte is Director of Global Equity and Funds (LNd) at KfW's Development Bank Business Area, which holds more than 10% of the Company's voting shares. It is the opinion of the Supervisory Board that the other proposed candidates have no personal

or business relationship with the Company, the executive bodies of the Company or any shareholder with a material interest in ProCredit Holding AG & Co. KGaA which must be disclosed in accordance with Recommendation C.13 DCGK 2020 and which a shareholder making an objective assessment would regard as having a decisive influence on his or her election decision.

It is the opinion of the Supervisory Board that all proposed candidates are independent within the meaning of Recommendations C.6 and C.7 DCGK 2020.

## **7. Remuneration of the Supervisory Board**

According to sections 278 (3) and 113 (3) AktG, the general meeting of a listed company shall resolve on the remuneration of the members of the company's supervisory board at least every four years with effect from 1 January 2021, whereby a resolution confirming this is permissible.

The General Partner and the Supervisory Board propose to confirm the current remuneration of the members of the Supervisory Board in accordance with article 14 (1) of the Articles of Association of the Company as quoted below:

*“Until further notice, each member of the Supervisory Board shall receive a fixed annual remuneration of EUR 10,000 for his/her service. Persons serving as members of the Supervisory Board for less than a full financial year shall be remunerated on a pro-rata basis. The remuneration is due at the end of the financial year during which the person served as a member of the Supervisory Board. Remuneration for simultaneous membership on the Supervisory Board of ProCredit General Partner AG shall count towards remuneration.”*

The members of the Company's Supervisory Board each receive an annual fixed remuneration of EUR 10,000.00, regardless of their role as Chair, Deputy Chair or as a member of any of the committees. In line with the ProCredit group's policy on staff and management remuneration as well as to promote the taking of a long-term view, there is no performance-related remuneration for members of the Supervisory Board. The Company reimburses the travel expenses incurred by members of the Supervisory Board in the course of exercising their duties. Attendance at meetings of the Company's Supervisory Board or its committees is not remunerated separately.

As per current legislation, the General Meeting passes resolutions on the remuneration of Supervisory Board members every four years. The General Partner and the Supervisory Board of the Company, with the support of the Remuneration Control Committee of the Supervisory Board, shall prepare a joint annual remuneration report from the financial year 2021 onwards, which shall include details of the remuneration paid to each member of the Supervisory Board in the previous financial year.

## 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 or their authorised representatives, audiovisual transmission

In view of the ongoing COVID-19 pandemic, the General Partner, with the consent of the Supervisory Board, has decided to hold the Annual General Meeting of ProCredit Holding AG & Co. KGaA on 27 May 2021 without the physical presence of the shareholders or their authorised representatives as virtual General Meeting pursuant to section 1 of the COVID-19 Act, with the possibility to participate in the virtual General Meeting and, in particular, to exercise voting rights by connecting (*log in*) electronically.

The General Meeting will be held with the physical presence of the Chair of the meeting, members of the Management Board, the notary public commissioned to record the minutes and the Company's voting representatives at the premises of Quipu GmbH, Königsberger Str. 1, 60487 Frankfurt am Main. The members of the Supervisory Board will, if necessary, attend the virtual General Meeting by way of audiovisual transmission only, as decided by the Management Board with the consent of the Supervisory Board in accordance with the legal provisions of the COVID-19 Act.

Physical attendance by shareholders and their authorised representatives (with the exception of the Company's voting representatives) is not permitted. However, you can follow the entire General Meeting by audiovisual transmission on 27 May 2021 by logging in to the InvestorPortal via the Internet address <https://procredit-holding.com/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 CEST) on 20 May 2021 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. It is also possible to register via the password-protected InvestorPortal on the Company's website at



<https://procredit-holding.com/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:

ProCredit Holding AG & Co. KGaA  
c/o Computershare Operations Center  
80249 München  
or by fax: +49 89 30903-74675  
or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Intermediaries (in particular credit institutions), shareholders' associations, voting rights advisers and other persons treated as such in accordance with section 135 (8) AktG may only exercise voting rights for shares which do not belong to them but for which they are registered as holders in the share register if they have been authorised to do so by the shareholder.

When registering, the shareholders may use the registration forms included with the invitation.

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 the time of the closing deadline for registrations on 20 May 2021 at 24:00 hours CEST (the "Technical Record Date"), since for organisational reasons there will be a freeze on the transfer of shares from 21 May 2021, 00:00 hours CEST, until 27 May 2021, 24:00 hours CEST, 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 after the General Meeting has been concluded. 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 shareholders of ProCredit Holding AG & Co. KGaA to register for the General Meeting from 29 April 2021, 00:00 hours CEST (see item 3. above). In order to be able to access the InvestorPortal via the Company's website under <https://procredit-holding.com/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 to 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 also note the technical information at the end of this notice of convocation.

## 5.

### Exercising voting rights by means of absentee voting

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

Prior to the General Meeting, all duly registered shareholders can avail themselves of the postal absentee voting form sent with this invitation. You may request that a postal absentee voting form be sent to you by post, fax or e-mail by contacting the registration address given above. Alternatively, a postal absentee voting form can be downloaded from the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>.

If you decide to make use of a postal absentee voting form, it may only be submitted, amended or revoked in writing

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

before midnight on 26 May 2021 (24:00 CEST). The date on which the postal absentee vote is received by the Company in one of these ways is decisive for the validity of the submission, amendment and/or revocation of said postal absentee vote. Postal absentee votes that cannot be conclusively assigned to a legitimate application will not be considered.

The InvestorPortal of ProCredit Holding AG & Co. KGaA, which can be accessed via the Company's website <https://procredit-holding.com/investor-relations/general-meetings/> is also available to duly registered shareholders for the purpose of exercising their absentee voting rights before and during the General Meeting. Voting rights may be exercised via the InvestorPortal until voting begins on the day of the General Meeting. The Chair will make reference to this at the General Meeting. You can also use the InvestorPortal during the General Meeting to amend or revoke any votes previously cast by postal absentee ballot until the voting process commences.

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.

If conflicting declarations regarding absentee voting are received by different transmission channels, the most recent declaration received will be deemed to have priority. If it is not possible to determine which declaration was submitted most recently, priority will be given first to declarations submitted via the InvestorPortal, then by e-mail, then by fax and finally by post.

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

6.

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

Duly registered 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-item. The voting representatives 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. The power of attorney and instruction form can also be requested by post, fax or e-mail from the registration address given above. Additionally, a power of attorney form can also be downloaded from the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>.

If shareholders use the power of attorney and instruction form, the power of attorney granted and instructions given to the Company's voting representative who is bound by your instructions can only be issued, amended or revoked in writing

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

by midnight on 26 May 2021 (24:00 CEST) 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.

Before and during the General Meeting, duly registered shareholders may also use the Company's InvestorPortal, which can be accessed at <https://procredit-holding.com/investor-relations/general-meetings/>, to exercise their voting rights by granting power of attorney and issuing instructions to the Company's voting representatives. Authorisation via the InvestorPortal is possible on the day of the General Meeting until voting commences; this will be announced by the Chair of the Meeting. You can also use the InvestorPortal to amend or revoke any previously issued power of attorney and/or instructions.

Power of attorney may only be granted 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/or revocation of a power of attorney to the Company-nominated voting representatives or regarding the issue, amendment and/or revocation

of instructions to the Company-nominated voting representatives are received by different transmission channels, the most recently received declaration shall be deemed to have priority in each case. If it is not possible to determine which declaration was submitted most recently, priority will be given first to declarations submitted via the InvestorPortal, then by e-mail, then by fax and finally by post. If absentee votes and powers of attorney/instructions are received and it is not apparent which was submitted most recently, the absentee votes will be given priority.

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 shareholder rights (*authorised third parties*). Authorised third parties may in turn exercise such voting rights by 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 (granting power of attorney to intermediaries (in particular banks), shareholders' associations, voting rights advisers or other persons who are treated as equivalent in accordance with section 135 (8) AktG), special features must generally be observed. 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), shareholders' associations, voting rights advisers or other persons who are deemed to be equivalent pursuant to section 135 (8) AktG 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 shareholders' association, no voting rights adviser nor any other person deemed equivalent pursuant to section 135 (8) AktG has been granted power of attorney, the power of attorney can be granted either to the Company or directly to the authorised third party representative (in this case, written proof of granting power of attorney to the Company is required). The power of attorney vis-à-vis the Company or proof of the power of attorney (e.g. copy or scan of the power of attorney) vis-à-vis the Company shall be submitted to the Company

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

by midnight on 26 May 2021 (24:00 CEST) at the latest. The same applies to revocation of the 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. In addition, the power of attorney form can be requested by post, fax or e-mail from the registration address given above or can also be downloaded from the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>.

Before and during the General Meeting, duly registered shareholders may also use the Company's InvestorPortal, which can be accessed at <https://procredit-holding.com/investor-relations/general-meetings/>, to grant and/or revoke powers of attorney until the time voting commences; this will be announced by the Chair of the Meeting.

In order to log into to the General Meeting and to exercise shareholder's rights, in particular voting rights by way of absentee voting and/or granting a (sub)power of attorney and/or to instruct the Company's voting representatives via the InvestorPortal, authorised third parties require their own individualised access data. The authorised third party will receive this from the grantor of the power of attorney (directly or via the InvestorPortal) or from the Company if the power of attorney was communicated directly to the Company by the grantor of the power of attorney via one of the above-mentioned channels.

Voting is only possible in relation to such motions and nomination proposals that were published with this notice of convocation 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.

### Shareholders' right to ask questions

Duly registered shareholders have the right to ask questions by means of electronic communication (see section 1 (2) sentence 1 no. 3 and sentence 2, as well as section 1 (8) sentence 1 of the COVID-19 Act). Such questions are to be submitted at the latest one day before the General Meeting, i.e. by midnight on 25 May 2021 (24:00 CEST), via the Company's InvestorPortal at <https://procredit-holding.com/investor-relations/general-meetings/>.

Questions may not be submitted after the above deadline. The Management Board shall answer questions at its own discretion in a due and proper manner. 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 notice.

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 electronically lodge objections to resolutions of the General Meeting and these will be recorded in the notary's minutes (section 1 (2) sentence 1 no. 4 and section 1 (8) sentence 1 of the COVID-19 Act).

10.

Information on the rights of shareholders

a) Motions to expand the agenda pursuant to sections 278 (3) and 122 (2) AktG

Pursuant to sections 278 (3) and 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 request is to be made in writing or in electronic form, 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 CEST) on 26 April 2021** at one of the following addresses:

ProCredit Holding AG & Co. KGaA  
ProCredit General Partner AG  
Management Board  
Annual General Meeting 2021  
Rohmerplatz 33-37  
60486 Frankfurt am Main  
or by e-mail: PCH\_HV@procredit-group.com

The respective shareholders must prove that they have owned the shares for at least 90 days before the request 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 announced upon calling the General Meeting, be published in the Federal Gazette immediately upon receipt of the request and in the same manner as the convocation. They will also be made available on the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/> and communicated to the shareholders pursuant to section 125 (2) and (1) sentence 3 AktG.

b) Counter-motions and nomination proposals pursuant to sections 278 (3), 126 (1) and 127 AktG as well as section 1 (2) sentence 3 and section 1 (8) sentence 1 of the COVID-19 Act

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:

ProCredit Holding AG & Co. KGaA  
ProCredit General Partner AG  
Management Board  
Annual General Meeting 2021  
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.

Counter-motions and nomination proposals will only be taken into consideration if received at one of the addresses above **by midnight (24:00 CEST) on 12 May 2021 at the latest.**

Any counter-motions or election proposals received in good time from shareholders will be published on the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>, along with the name of the shareholder and any reasons given, as well as any comments by the General Partner and the Supervisory Board of the Company.

The Company is not required to publish a counter-motion (nor 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. Any grounds for a counter-motion need not be published if they consist of more than 5,000 characters in total.

In addition to the grounds listed in section 126 (2) AktG, a nomination need not be published if it does not contain the name, profession and place of residence of the candidate for the Supervisory Board (or, in the case of auditing companies, the company name and registered office) (section 127 sentence 3 in conjunction with section 124 (3) sentence 4 AktG) and/or does not include the information required pursuant to section 125 (1) sentence 5 AktG.

Motions or election proposals by shareholders that are to be published pursuant to section 126 or 127 AktG shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly legitimised and registered for the General Meeting (cf. section 1 (2) sentence 3 and section 1 (8) sentence 1 of the COVID-19 Act).

c) Shareholders' right to information in accordance with section 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 , sentence 2 of the COVID-19 Act

In accordance with section 1 (2) and (8) sentence 1 of the COVID-19 Act, shareholders' rights to information are curtailed in the case of a virtual general meeting. Shareholders have the right to ask questions by means of electronic channels (section 1 (2) sentence 1 no. 3 and sentence 2, as well as section 1 (8) sentence 1 of the COVID-19 Act). The Management Board of the General Partner decides – in deviation from section 131 AktG – how to answer questions at its own discretion (cf. section 1 (2) sentence 2 clause 2, and section 1 (8) sentence 1 of the COVID-19 Act). The General Partner may also stipulate that questions must be submitted at least one day 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.

Please refer to the explanations already given above under item 8 regarding the “Shareholders' right to ask questions” in compliance with section 1 (2) sentence 1 no. 3, sentence 2 and section 1 (8) sentence 1 of the COVID-19 Act.

d) Additional information on the rights of shareholders

Further details on the rights of shareholders pursuant to sections 278 (3), 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3, sentence 2, sentence 3, section 1 (8) sentence 1 of the COVID-19 Act can be found on the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>.

11.

Information and documentation regarding the General Meeting

This notice of convocation for the General Meeting (and the original German version), the documents to be made available to the General Meeting and other information relevant to the General Meeting are published on the Company's website at <https://procredit-holding.com/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 published following the General Meeting on the Company's website at <https://procredit-holding.com/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 at (<https://procredit-holding.com/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 and/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 and 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 27 May 2021, 10:00 hours CEST, a test sequence (image and sound) will be displayed on the InvestorPortal at the internet address <https://procredit-holding.com/investor-relations/general-meetings/>, which shareholders and their authorised representatives can use to check the suitability of their hardware and software for logging in to the virtual General Meeting.

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

On 27 May 2021, the registered shareholders or their registered authorised representatives can log in to the virtual General Meeting by entering their access data via the Internet address <https://procredit-holding.com/investor-relations/general-meetings/>.

In order to avoid the risk of constraints 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. The InvestorPortal is expected to be accessible from 00.00 CEST on 29 April 2021.

Further details on the InvestorPortal can be found in the terms and conditions for registration and use. Relevant information and a detailed description of how to use the InvestorPortal can be found on the Company's website at <https://procredit-holding.com/investor-relations/general-meetings/>.

If shareholders and/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 CEST and from 09:00 CEST on the day of the General Meeting, 27 May 2021.

If shareholders and/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 at: [investorportal@computershare.de](mailto:investorportal@computershare.de).

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 via the InvestorPortal. 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 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.

## **Information on the candidate proposed for election to the Supervisory Board,**

### **Mr Rainer Ottenstein**

- Name: Rainer Ottenstein
- Place of residence: Frankfurt am Main
- Date of birth: 3 September 1958
- Nationality: German

### **Career history**

- **2013 – 2016** Group Services; Senior Project Manager, Commerzbank AG, Frankfurt am Main
- **2010 – 2012** Member of the Management Board (Operations) of Commerzbank Auslandsbanken Holding AG, Frankfurt am Main.
- **2008 – 2012** Member of the Management Board of Central and Eastern European Holding (Country Responsibilities and Operations), Commerzbank AG, Frankfurt am Main
- **2004 – 2008** Member of the Management Board (Finance and Operations), BRE Bank SA, Warsaw, Poland
- **1999 – 2004** Head of the Spanish Branch of Commerzbank AG, (Madrid and Barcelona)
- **1995 – 1999** Head of the Corporate Strategy Department, Commerzbank AG, Frankfurt am Main
- **1990 – 1995** Expert in the Corporate Strategy Department, Commerzbank AG, Frankfurt am Main
- **1987 – 1990** Head of the Gaggenau branch, Commerzbank AG, Frankfurt am Main
- **1984 – 1990** Trainee Programme, Commerzbank AG, Frankfurt am Main

### **Education**

- **1978 – 1984** Studied business administration at the University of Mannheim; graduated with a degree in business administration

### **Mandates**

Statutory supervisory boards and similar bodies:

- Chair of the Supervisory Board of ProCredit Bank S.A., Romania
- Member of the Supervisory Board of JSC ProCredit Bank, Georgia
- Member of the Supervisory Board of ProCredit Bank AG, Germany
- Member of the Supervisory Board of ProCredit Bank sh.a., Kosovo
- Member of the Supervisory Board of ProCredit Bank a.d., Serbia
- Member of the Supervisory Board of JSC ProCredit Bank, Ukraine

### **Relevant knowledge, skills and professional experience**

Experience in bank management in Germany and Eastern Europe, especially with a focus on risk management and operations as well as strategy planning and implementation

## **Information on the candidate proposed for election to the Supervisory Board,**

### **Ms Jovanka Joleska Popovska**

- Name: Jovanka Joleska Popovska
- Place of residence: Skopje
- Date of birth: 24 July 1972
- Nationality: Macedonian

### **Career history**

- **2009 – April 2021** Member of the Management Board of ProCredit Bank AD, North Macedonia
- **2004 – 2009** Deputy Managing Director, ProCredit Bank AD, North Macedonia
- **2003 – 2004** Head of Internal Audit, ProCredit Bank AD, North Macedonia
- **1999 – 2003** Assurance Manager, KPMG Audit DOO, North Macedonia
- **1997 – 1999** Audit Assistant, KPMG Audit DOO, North Macedonia

### **Education**

- **1991 – 1995** Business Administration Studies, St. Cyril and Methodius University, Skopje, North Macedonia; Bachelor's degree with majors in Business Management, Auditing and Accounting
- **1997** Association of Certified Chartered Accountants, London, United Kingdom
- **2007 – 2009** Graduated from the Managers' Programme at the ProCredit Academy, Fürth/Odw., Germany

### **Mandates**

Statutory supervisory boards and similar bodies:

- Member of the Supervisory Board and the Audit Committee of the Supervisory Board of B.C. ProCredit Bank S.A., Moldova
- Member of the Supervisory Board and the Audit Committee of the Supervisory Board of ProCredit Bank sh.a., Albania

### **Relevant knowledge, skills and professional experience**

Experience in bank management in South Eastern Europe, auditing, internal audit, accounting

## **Information on the candidate proposed for election to the Supervisory Board,**

### **Dr Jan Martin Witte**

- Name: Dr Jan Martin Witte
- Place of residence: Kronberg
- Date of birth: 16 March 1974
- Nationality: German

### **Career history**

- **2020 – today** Director, Global Equity and Funds (LNd), KfW's Development Bank Business Area, Frankfurt am Main, Germany
- **2019 – 2020** Director of the Central Africa and Regional Funds Department (LAf), KfW, Frankfurt am Main, Germany
- **2016 – 2019** Director of the Pretoria (South Africa) Office of KfW, Pretoria, South Africa
- **2013 – 2016** Head of the Southern Africa Infrastructure Department, KfW, Frankfurt am Main, Germany
- **2012 – 2013** Senior Project Manager for the energy sector in Southern Africa (including South Africa and Zambia) and East Africa, KfW, Frankfurt am Main, Germany
- **2008 – 2012** Senior Project Manager for the energy sector in Uganda, KfW, Frankfurt am Main, Germany
- **2003 – 2008** Co-founder and Associate Director, Global Public Policy Institute (GPPi)
- **2000 – 2001** Partnership Policy Officer at the United Nations Office for Project Services, Private Sector Partnership Unit, New York City, USA
- **July – October 2000** Policy Analyst at the Office of Development Studies of the United Nations Development Programme, New York City, USA

### **Education**

- **2005** PhD in International Relations and International Economics at the Nitze School of Advanced International Studies, Johns Hopkins University, Baltimore, USA
- **2000** MA (with distinction) in International Relations and International Economics at the Nitze School of Advanced International Studies, Johns Hopkins University, Baltimore, USA
- **1998** Diploma (with distinction) in Political Science at the Faculty of Social Sciences of the University of Potsdam
- **1998** Outstanding Student Award from the Faculty of Social Sciences at the University of Potsdam

### **Mandates**

Statutory supervisory boards and similar bodies:

- Chair of the Administrative Board of Africa Go Green SICAV RAIF Investment Fund
- Member of the Investment Committee of KfW-ATI Regional Liquidity Support Facility

### **Relevant knowledge, skills and professional experience**

- Many years of experience working for an international development bank with a focus on financial system development and equity financing, especially in the field of renewable energies
- Significant experience as a mandate holder in funds and other companies

