



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

# **Invitation to the Extraordinary General Meeting on 8 December 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 Extraordinary General Meeting of ProCredit Holding AG & Co. KGaA <b>(formal specification pursuant to EU-IR: 400ca3048731ec118124005056888925)</b>
A 2	Type of message	Invitation to Extraordinary 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	8 December 2021 <b>(formal specification pursuant to EU-IR: 20211208)</b>
C 2	Time of the General Meeting	16:00 (CET) <b>(formal specification pursuant to EU-IR: 15:00 UTC)</b>
C 3	Type of General Meeting	Extraordinary General Meeting as a virtual general meeting without the physical presence of shareholders or their authorised representatives/proxies <b>(formal specification pursuant to EU-IR: XMET)</b>
C 4	Location of the General Meeting	URL to the Company's InvestorPortal to follow the audiovisual transmission of the general meeting 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: <a href="https://procredit-holding.com/investor-relations/general-meetings/">https://procredit-holding.com/investor-relations/general-meetings/</a>)</b>
C 5	Record Date (the technically decisive record date; "Technical Record Date")	1 December 2021, 24:00 (CET) <b>(formal specification pursuant to EU-IR: 20211201; 23:00 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 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 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/>.

*Non-binding translation*

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” (GesRuaCOVBekG, as published in the Federal Law Gazette Part I of 27 March 2020, p. 569ff, last amended by Art. 15 of the Act on the Establishment of a Special Fund “Reconstruction Assistance 2021” and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts of 10 September 2021, published in the Federal Law Gazette Part I of 14 September 2021, p. 4147ff) provides for the possibility of holding General Meetings in 2021 without the physical presence of shareholders or their authorised representatives/proxies (**virtual General Meeting**). In view of the COVID-19 pandemic, which will continue for an unforeseeable period of time, and with as the objective of avoiding unnecessary 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 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 the

**Extraordinary General Meeting**  
which will take place on  
**Wednesday, 8 December 2021 at 16:00 hours (CET)**  
without the physical presence of shareholders or their authorised  
representatives/proxies.

The venue of the 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/proxies (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/proxies 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, shareholders and their authorised representatives/proxies will have access to an audiovisual broadcast of the entire extraordinary General Meeting 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. Adoption of a resolution on the partial amendment of the resolution of the Annual General Meeting of 27 May 2021 on the appropriation of the unappropriated earnings [*Bilanzgewinn*]**

On 27 May 2021, the Annual General Meeting of the Company resolved to distribute a total of EUR 10,601,728.56 out of the unappropriated earnings [*Bilanzgewinn*] for the 2020 financial year, amounting to EUR 52,889,179.97, in the form of a dividend of EUR 0.18 per ordinary share (58,898,492 shares) to the Company's shareholders and to carry EUR 42,287,451.41 forward to new account (retained earnings).

In the notice convening that Annual General Meeting, the intention was declared to propose to an Extraordinary General Meeting a further dividend payment for the 2020 financial year of EUR 0.35 per ordinary share (a total of EUR 20,614,472.20) from the retained earnings and to carry forward only the then remaining balance of EUR 21,672,979.21 to new account.

The General Partner and Supervisory Board therefore propose, in partial amendment of the resolution on the appropriation of profits adopted by the Annual General Meeting of 27 May 2021, to make a further appropriation out of the unappropriated earnings [*Bilanzgewinn*] for the 2020 financial year, amounting to EUR 42,287,451.41, which was carried forward to new account but not yet paid out, as follows:

a) Payment of a further dividend of EUR 0.35 per ordinary share (58,898,492 shares)	EUR 20,614,472.20
b) The remaining amount is to be carried forward to new account (retained earnings)	<u>EUR 21,672,979.21</u>
	= EUR 42,287,451.41

Together with the resolution on the appropriation of profits already adopted by the Annual General Meeting on 27 May 2021, this results in the following appropriation of the total unappropriated earnings [*Bilanzgewinn*] of EUR 52,889,179.97 for the 2020 financial year:

a) Dividend payment of EUR 0.18 per ordinary share (58,898,492 shares) (already distributed)	EUR 10,601,728.56
b) Payment of a further dividend of EUR 0.35 per ordinary share (58,898,492 shares)	EUR 20,614,472.20
c) The remaining amount is to be carried forward to new account (retained earnings)	<u>EUR 21,672,979.21</u>
	= EUR 52,889,179.97

In accordance with section 58 (4) sentence 2 AktG, claims to these further dividends fall due on the third business day following the adoption of the resolution by the General Meeting; i.e. on 13 December 2021.

## 2. Adoption of a resolution on the authorisation to issue profit participation rights

The General Partner and the Supervisory Board propose that the following resolution be adopted:

### 2.1 Authorisation

The General Partner is authorised to issue profit participation rights once or several times with or without a limited term against cash or non-cash contributions (including in the form of existing bonds and profit participation rights) up to a total nominal amount of EUR 100 million (**profit participation rights framework 2021**). The profit participation rights are to be structured in such a way that they can be recognised as instruments of additional core capital pursuant to Article 52 (1) of Regulation (EU) No. 575/2013 (**CRR**), as amended or replaced from time to time, in particular by Regulation (EU) No. 2019/876 (**CRR II**) or otherwise as own funds under banking supervisory law.

In addition to euros, the profit participation rights may also be issued in a foreign legal currency, for example that of an OECD country, subject to a limit equal to the corresponding equivalent value in euros.

The profit participation rights may be placed with individual or several investors or be placed broadly on the capital market in accordance with the other provisions of this authorisation. This includes the possibility of being traded on the stock exchange.

The profit participation rights may be issued with a fixed or a variable interest rate. The profit participation rights issued may participate in losses made by the company and/or the ProCredit group by means of a permanent or temporary write-down of the nominal amount or be subject to a write-down of the nominal amount if certain capital ratios or other financial ratios are not met. However, provision may be made for the amount written down to be made up again or written up to the nominal amount for subsequent years in which a profit is made. The write-up can also be linked to the achievement or exceeding of certain capital ratios or other financial ratios in subsequent years after the write-down. The Company's entitlement to effect an ordinary termination of the profit participation rights may be limited in such a way that it is not permissible before the expiry of five or more years; it is also possible to exclude an ordinary termination by the creditor or creditors.

The General Partner is authorised to determine the further details of the issue and the structure of the profit participation rights in compliance with the principles regulated in this authorisation. In particular, the General Partner may determine the time of issue, the type and rate of interest, the issue price and the term.

### 2.2 Subscription rights, exclusion of subscription rights

In principle, subscriptions for profit participation rights are to be offered to the shareholders. The profit participation rights may also be underwritten by one or more credit institutions or other companies within the meaning of section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right); insofar as an indirect subscription right is granted, the direct subscription right of the shareholders is excluded.

The General Partner is authorised, with the consent of the Supervisory Board, to exclude the subscription right in the following cases when issuing profit participation rights:

- a. if fractional amounts are excluded from the subscription right
- or
- b. if
  - aa. the profit participation rights are structured similarly to obligations and
  - bb. the interest rate and the issue amount of the profit participation rights correspond to the current market conditions for comparable borrowings at the time of issue.

The obligation-like structure requires that

- i. neither membership rights nor subscription or conversion rights to shares are established
- ii. no participation in the proceeds of liquidation is granted
- iii. the amount of interest is not based on the amount of the net profit for the year, the unappropriated earnings [*Bilanzgewinn*] or the dividend (**profit-oriented interest**).

Participation in the liquidation proceeds within the meaning of point ii. above is also not applicable if the profit participation rights do not have a fixed term and repayment is only permissible with the approval of the competent supervisory authorities. In particular, the interest is not profit-oriented within the meaning of point iii. above if it is conditional on there being no net loss for the year or balance sheet loss or if it arises as a result of the interest payment or if interest may only be paid from distributable items within the meaning of Art. 4 (1) No. 128 CRR, as amended or superseded from time to time;

or

- c. if the profit participation rights, as defined under point b., are structured similarly to obligations and are issued against non-cash contributions as follows: The non-cash contribution must consist of securities or comparable instruments issued by the Company directly or indirectly through subsidiaries or other issuers. An exclusion of the subscription right is only permissible if the value of the non-cash contribution is commensurate with the value of the profit participation right at the time the resolution on its issuance is passed.

The report of the General Partner to the General Meeting on the reason for the exclusion of the subscription right pursuant to sections 221 (4) sentence 2, 186 (4) sentence 2 AktG is reproduced at the end of this agenda. It will be available for inspection by shareholders at the offices of the Company from the day on which the General Meeting is convened. Upon request, each shareholder will be provided with a copy of the relevant documents without delay and free of charge.

## II.

### **Report of the General Partner to the Annual General Meeting on the proposal under Agenda item 2.2 to exclude the subscription right pursuant to section 221 (4) sentence 2 in conjunction with section 186 (4) sentence 2 AktG**

The proposed resolution to issue profit participation rights is intended to provide the Company with the expanded possibilities of raising own funds. The purpose of creating such an authorisation is to provide the necessary flexibility to enable the ProCredit group to meet its future needs for own funds eligible for regulatory purposes. For this purpose, the General Partner is to be authorised to issue profit participation rights on one or more occasions with or without a limited term against cash or non-cash contributions (including in the form of existing bonds and profit participation rights) up to a total nominal amount of EUR 100 million. This gives the General Partner the necessary room for manoeuvre to be able to raise further equity at any time and in accordance with the situation on the market.

The purpose of issuing profit participation rights is to strengthen the ProCredit group's regulatory own funds base. In order to achieve this, the profit participation rights must be structured in such a way that they can be recognised as instruments of additional Tier 1 capital pursuant to Article 52 (1) CRR, as amended or superseded from time to time, in particular by CRR II, or otherwise as regulatory own funds.

In principle, the profit participation rights are to be offered to shareholders for subscription. In accordance with the usual placement practices, profit participation rights may also be underwritten by one or more credit institutions or other companies within the meaning of section 186 (5) sentence 1 AktG, with the obligation to offer them to shareholders for subscription; consequently, shareholders have an indirect subscription right and a direct subscription right is therefore excluded.

In addition, the possibility of excluding the subscription right of the Company's shareholders is provided for by the General Partner with the consent of the Supervisory Board as follows:

- a. The exclusion of the subscription right for fractional amounts enables the utilisation of the requested authorisation with round amounts and facilitates the processing of the capital measure.
- b. Furthermore, it will be possible to exclude the subscription right altogether,
  - aa. insofar as the profit participation rights are solely structured similarly to obligations  
and
  - bb. insofar as the interest rate and the issue amount of the profit participation rights correspond to the current market conditions for comparable borrowings at the time of issue.

Should the profit participation rights not be structured similarly to obligations, the subscription right of the shareholders remains in place. Profit participation rights are structured similarly to obligations if they

- i. do not confer any membership rights or subscription or conversion rights to shares,
- ii. do not grant any participation in liquidation proceeds and
- iii. do not provide for any profit-oriented interest payments.

Participation in the liquidation proceeds within the meaning of point ii. above is also not applicable if the profit participation rights do not have a fixed term and repayment is only permissible with the approval of the supervisory authorities. An interest payment is also not profit-oriented within the meaning of point iii. above if it is conditional on there being no net loss for the year or balance sheet loss or if it arises as a result of the interest payment or if interest may only be paid from distributable items within the meaning of Art. 4 (1) No. 128 CRR, as amended or superseded from time to time.

In these cases, excluding the subscription right does not lead to any relevant encroachment on the rights of the shareholders. Furthermore, the exclusion of subscription rights gives the Company the flexibility it needs to take advantage of favourable capital market situations at short notice. Otherwise, there would be a corresponding interest rate risk between the beginning of the subscription period, when the conditions are determined, and the end of the subscription period. Should market interest rates rise within the subscription period, the subscription rights would either not be exercised or only exercised to a minimal extent. A subsequent placement of the unsubscribed profit participation rights could not be guaranteed due to the non-market conditions. In the event of falling market interest rates, the conditions for borrowing would also no longer be in line with the market at the time of issue. An interest rate above the market level would have to be paid for the entire issuance. In the case of such an exclusion of subscription rights, the return on the profit participation rights must also correspond to the current market conditions for comparable borrowings. Consequently, the subscription right has no value of its own. Therefore, the shareholder will suffer no economic disadvantage as a result of the exclusion of the subscription right. The shareholders' need for protection with regard to a possible economic dilution of their shareholdings is therefore taken into account; the shareholders' membership position remains unaffected.

- c. The General Partner shall also be authorised to exclude the subscription right in order to be able to issue obligation-like profit participation rights against non-cash contributions. The non-cash contribution must consist of the acquisition of securities or comparable instruments issued by the Company directly or indirectly through its subsidiaries or other issuers. In such cases, it can be an interesting alternative to offer profit participation rights instead of or in addition to cash benefits. This also provides the Company with further flexibility to place profit participation rights in the capital market and at the same time to acquire already issued securities or comparable instruments. Thus, in the case of a new placement of profit participation rights, it may be advisable to also or even exclusively address groups of investors with whom corresponding securities or comparable instruments have already been placed. This may be the case, for example, if the new profit participation rights to be issued are more advantageous for the Company's capital situation than older instruments that have already been placed. In addition, such an approach may also facilitate the successful placement of the new profit participation rights. In these cases, the interests of the shareholders are taken into account by the fact that the Company must maintain an appropriate ratio between the value of the non-cash contribution and the profit participation right when acquiring non-cash contributions in exchange for the issue of profit participation rights; the relevant date for this is the date on which the resolution on the issue of profit participation rights is passed.

### III.

#### **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/proxies, audiovisual transmission

In view of the ongoing COVID-19 pandemic, the General Partner, with the consent of the Supervisory Board, has decided to hold this General Meeting of ProCredit Holding AG & Co. KGaA on 8 December 2021 without the physical presence of the shareholders or their authorised representatives/proxies as a 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/proxies (with the exception of the Company's voting representatives) is not permitted. However, you can follow the entire General Meeting by audiovisual transmission on 8 December 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/proxy 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 1 December 2021 at the latest (duly registered shareholders)** are entitled to 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 as of close of registration at midnight on 1 December 2021 (24:00 hours CET) (the “Technical Record Date”), because for organisational reasons there will be a freeze on the transfer of shares from 2 December 2021 at 00:00 hours CET, until 8 December 2021 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. 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

It is expected that the InvestorPortal will be open for all shareholders of ProCredit Holding AG & Co. KGaA to register for the General Meeting from 11 November 2021, 00:00 hours CET (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 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/proxies 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 remote voting

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

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

If you decide to use a postal 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 7 December 2021 (24:00 CET). The date on which the postal 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 vote. Postal votes that cannot be conclusively assigned to a legitimate registration 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 voting rights by electronic means both 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 electronically amend or revoke any remote votes previously cast until the voting process commences.

Voting is only possible in relation to such motions and nomination proposals that were published with this notice of convocation or in connection with sections 278 (3) AktG, 122 (2) or sections 126, 127 AktG.

If conflicting declarations regarding remote voting are received by different transmission channels, the most recently received declaration will be given 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 remote voting along with the invitation.

### 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 instructions 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 7 December 2021 (24:00 CET) at the latest. The date of receipt by the Company is decisive for the validity of the granting, amendment and/or revocation of the power of attorney and/or instruction.

Before and during the General Meeting, duly registered shareholders may also use the Company's Investor-Portal, 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 until voting commences on the day of the General Meeting; 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.

Issuing a power of attorney and/or instructions is only possible in relation to such motions and nomination proposals that were published with this notice of convocation or in connection with sections 278 (3) AktG, 122 (2) or sections 126, 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 remote votes and powers of attorney/instructions are received by post and it is not apparent which was submitted most recently, the postal 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.

### Authorisation of third parties/proxies 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 by proxy (**authorised third parties/proxies**). Authorised third parties/proxies may in turn exercise such voting rights by remote vote or by issuing a power of attorney and instructions to the Company's voting 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/proxies 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/proxies 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/proxy 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/proxy (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 (24:00 CET) on 7 December 2021. 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 Investor-Portal, 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 electronic voting and/or granting a (sub)power of attorney and/or to instruct the Company's voting representatives via the InvestorPortal, authorised third parties/proxies require their own individualised access data. The authorised third party/proxy will receive this from the grantor of the power of attorney 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 sections 278 (3) AktG, 122 (2) or sections 126, 127 AktG.

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

8.

Shareholders' right to ask questions

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. Accordingly, shareholders only 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.

Duly registered shareholders thus 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 6 December 2021 (24:00 CET), 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 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 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 7 November 2021** at one of the following addresses:

ProCredit Holding AG & Co. KGaA  
ProCredit General Partner AG  
Management Board  
Extraordinary General Meeting 2021  
Rohmerplatz 33-37  
60486 Frankfurt am Main

or by e-mail: [PCH\\_HV@procredit-group.com](mailto: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  
Extraordinary 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 the address above **by midnight (24:00 hours CET) on 23 November 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 sections 278 (3), 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 , sentence 2 of the COVID 19 Act

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 made available following the Annual 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 means or grant power of attorney and instructions to the Company's voting representatives, or authorise a third party/proxy 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/proxies 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](mailto: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](mailto:PCH.datenschutz@ProCredit-group.com)

Technical notes on the virtual General Meeting

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

From 8 December 2021, 12:00 hours CET, 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/proxies 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/proxies will need their shareholder number and the access password, which will be sent with the invitation.

On 8 December 2021, the shareholders or their 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. It is expected that the InvestorPortal will be accessible from 11 November 2021, 00:00 hours CET.

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/proxies 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 hours CET on the day of the General Meeting, 8 December 2021.

If shareholders and/or their registered authorised representatives/proxies 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/proxies 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.

Frankfurt am Main, October 2021

**ProCredit Holding AG & Co. KGaA**

the General Partner  
**ProCredit General Partner AG**

Sandrine Massiani      Dr Gabriel Schor      Dr Gian Marco Felice



