



ProCredit
H O L D I N G

Invitation to the Annual General Meeting on 5 June 2023

ISIN: DE0006223407

WKN: 622340

Non-binding translation

ProCredit Holding AG & Co. KGaA

Frankfurt am Main

ISIN: DE0006223407

WKN: 622340

Convocation of an Annual General Meeting

We hereby invite our shareholders¹ to attend the

Annual General Meeting

at the SAALBAU Titus-Forum, Großer Saal, Walter-Möller-Platz 2, in 60439 Frankfurt am Main, to be held on

Monday, 5 June, at 10:00 hours (CEST)

Doors open at 09:30 (CEST)

I.

Agenda:

- 1. Presentation of the annual financial statements and consolidated financial statements, the combined management report for ProCredit Holding AG & Co. KGaA and the group, each as approved by the Supervisory Board, including the explanatory report with disclosures pursuant to**

¹ For the purpose of gender neutrality, we have consciously used the singular “they/them/their” throughout this convocation notice instead of she/he unless referring to a specific person. It is to be understood as representing persons of all gender identities. Also for ease of reading, the term shareholders is used below for the limited shareholders (*Kommanditaktionäre*) of the Company.

section 289a (1) sentence 1 and section 315a (1) sentence 1 HGB, and the Report of the Supervisory Board for the 2022 financial year, as well as the adoption of a resolution to approve the annual financial statements for ProCredit Holding AG & Co. KGaA for the 2022 financial year

In accordance with section 278 (3) and section 171 AktG, the Supervisory Board has approved the annual financial statements and consolidated financial statements for the group for the 2022 financial year as prepared by the General Partner. Pursuant to section 286 (1) sentence 1 AktG and article 23 (3) of the Company's Articles of Association, the General Meeting shall resolve upon approval of the annual financial statements; in addition, the aforementioned documents of the General Meeting are to be made accessible, with no further resolution being required for this purpose. These will be available on the Company's website at <https://www.procredit-holding.com/investor-relations/general-meetings/both> before and during the General Meeting.

The General Partner and Supervisory Board propose that approval be granted for the annual financial statements as presented with the recognition of profit (unappropriated earnings [*Bilanzgewinn*]) in the amount of EUR 60,250,867.82.

2. Adoption of a resolution on the appropriation of unappropriated earnings [*Bilanzgewinn*]

The General Partner and Supervisory Board propose that the unappropriated earnings for the 2022 financial year in the amount of EUR 60,250,867.82 be allocated as follows:

a) Dividend payment of EUR 0.00 per share (58,898,492 shares)	EUR 0.00
b) Full amount of the unappropriated earnings [<i>Bilanzgewinn</i>] carried forward to new account (retained earnings)	EUR 60,250,867.82
	= EUR 60,250,867.82

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 2022 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 2022 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 2023 as well as the auditor for the review of the abridged financial statements and the interim management report for the first half of 2023

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 2023.

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*).

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 the approval of the remuneration report for the 2022 financial year

Pursuant to section 162 AktG, the Management Board and Supervisory Board of listed companies shall annually prepare a clear and comprehensible report on the remuneration granted and owed to the members of the Management Board and the Supervisory Board in the previous financial year and submit it to the General Meeting for approval pursuant to section 120a (4) AktG.

In accordance with sections 278 (3) and 162 (3) AktG, the remuneration report was audited by the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg to determine whether the legally required disclosures pursuant to sections 278 (3) and 162 (1) and (2) AktG had been made. The remuneration

report for financial year 2022 and the auditors' report thereon are reproduced in section III below and are also available on the Company's website at <https://www.procredit-holding.com/investor-relations/general-meetings/>.

The General Partner and the Supervisory Board propose that the remuneration report for 2022 financial year, which was prepared and audited in accordance with sections 278 (3) and 162 AktG, be approved.

7. Adoption of a resolution on the approval of the remuneration system for the members of the Management Board of the General Partner

Section 120a (1) AktG stipulates that the General Meeting of a listed company is to resolve on the Supervisory Board's approval of the remuneration system for the members of the Management Board of the General Partner in accordance with the requirements of Section 87a AktG whenever there is a significant change, but at least every four years. Due to the legal form-specific peculiarities of a partnership limited by shares whose general partner is a stock corporation, as in the case of the Company, the Supervisory Board of the General Partner decides on the remuneration system of its Management Board.

On 9 November 2022, taking into account the requirements of section 87a (1) AktG, the Supervisory Board of the General Partner of the Company adopted a remuneration system for the members of the Management Board of the General Partner, which came into effect on 1 November 2022.

The Supervisory Board of the Company proposes to approve the remuneration system for the members of the Management Board of the General Partner of the Company as described in detail in section IV. following the Agenda.

8. Adoption of a resolution on the creation of new authorised capital with the authority to exclude subscription rights and to amend the Articles of Association

By resolution of the General Meeting of 23 May 2018, the General Partner was authorised, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times in partial amounts in the period up to 22 May 2023 by a total of up to EUR 29,449,246.00 by issuing new registered non-par value shares against cash contributions and/or contributions in kind and, in doing so, to also exclude the statutory subscription right of shareholders in certain cases (Authorised Capital 2018, Article 4 (3) of the Articles of Association). The authorisation thus expires on 22 May 2023.

In order to ensure that the Company will always be in a position to adjust its capital base flexibly and sustainably to cover future requirements and take advantage of opportunities, it is proposed that new authorised capital be raised. In the event that the General Meeting adopts the resolution on the transformation of legal form proposed under Agenda Item 10, a corresponding amount of authorised capital shall also be included in the Articles of Association of the Stock Corporation which will come into force after the transformation of legal form has become effective (see pages 56 to 59 of the report on the transformation of legal form submitted under Agenda Item 10).

The General Partner and Supervisory Board propose to resolve as follows:

8.1 The General Partner shall be authorised, with the consent of the Supervisory Board, to increase the Company's share capital in the period until 4 June 2028, once or in several smaller amounts, by a total amount of up to EUR 29,449,245.00 (in words: twenty-nine million, four hundred and forty-nine thousand, two hundred and forty-five euros) by issuing up to 5,889,849 new registered non-par value shares against contributions in cash and/or in kind (**Authorised Capital 2023**).

Shareholders will generally be granted subscription rights. The new shares may be acquired by one or more credit institutions or companies within the meaning of section 186 (5) sentence 1 AktG insofar as they accept the obligation to offer them to the Company's shareholders for subscription (indirect subscription rights).

However, with the consent of the Supervisory Board, the general partner is authorised to exclude shareholders' subscription rights for one or more capital increases in connection with the Authorised Capital 2023:

- (i) to exclude fractional amounts from the subscription right
- (ii) if the Company's shares already issued are listed on a stock exchange at the time this authorisation is exercised, in case of a capital increase against cash contributions, if the issue price of new shares is not significantly below the stock exchange price of the Company's shares already listed at the time the issue price is finally determined. This

authorisation is subject to the proviso that the total calculated proportion represented by the shares issued with an exclusion of the subscription right pursuant to section 203 (1) and (2), section 186 (3) sentence 4 AktG in the Company's share capital must not exceed a limit of 10% of the share capital neither at the time this authorisation becomes effective nor – if this amount is lower – at the time this authorisation is exercised. This limit of 10% of the share capital includes shares which (a) are issued or sold during the term of this authorisation until the time it is exercised, by direct or analogous application of section 186 (3) sentence 4 AktG, as well as (b) are issued to fulfil subscription rights or to fulfil conversion obligations under convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations thereof) (together "Debt Securities"), to the extent that the relevant Debt Securities are issued with the exclusion of shareholders' subscription rights after this authorisation becomes effective by analogous application of section 186 (3) sentence 4 AktG; or

- (iii) in the case of a capital increase against contributions in kind, including in particular for acquiring (directly or indirectly) undertakings, operations, parts of undertakings, interests or other assets or entitlements to the acquisition of assets, including claims against the Company or its group companies.

The General Partner is authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation; this also includes determining the dividend rights of new shares which may also be declared, notwithstanding section 60 (2) AktG, for a financial year already ended. However, the authorisation does not entitle the General Partner to create new classes of shares.

The Supervisory Board is authorised, after using the Authorised Capital 2023 or after expiry of the period for using the Authorised Capital 2023, to amend the Articles of Association accordingly.

8.2 Article 4 (3) of the Company's Articles of Association shall be revised to read as follows:

*“(3) The General Partner is authorised, with the consent of the Supervisory Board, to increase the Company's share capital until the end of 4 June 2028, once or in several smaller amounts, by a total amount of up to EUR 29,449,245.00 (in words: twenty-nine million, four hundred and forty-nine thousand, two hundred and forty-five euros) by issuing up to 5,889,849 new registered non-par value shares against contributions in cash and/or in kind (**Authorised Capital 2023**).*

Shareholders will generally be granted subscription rights. The new shares may be acquired by one or more credit institutions or companies within the meaning of section 186 (5) sentence 1 AktG insofar as they accept the obligation to offer them to the Company's shareholders for subscription (indirect subscription rights).

However, with the consent of the Supervisory Board, the General Partner is authorised to exclude shareholders' subscription rights for one or more capital increases in connection with the Authorised Capital 2023:

- (i) to exclude fractional amounts from the subscription right*

- (ii) if the Company's shares already issued are listed on a stock exchange at the time this authorisation is exercised, in case of a capital increase against cash contributions, if the issue price of new shares is not significantly below the stock exchange price of the Company's shares already listed at the time the issue price is finally determined. This authorisation is subject to the proviso that the total calculated proportion represented by the shares issued with an exclusion of the subscription right pursuant to section 203 (1) and (2), section 186 (3) sentence 4 AktG in the Company's share capital must not exceed a limit of 10% of the share capital neither at the time this authorisation becomes effective nor – if this amount is lower – at the time this authorisation is exercised. This limit of 10% of the share capital includes shares which (a) are issued or sold during the term of this authorisation until the time it is exercised, by direct or analogous application of section 186 (3) sentence 4 AktG, as well as (b) are issued to fulfil subscription rights or to fulfil conversion obligations under convertible bonds and/or bonds with warrants,*

*profit participation rights and/or participating bonds (or combinations thereof) (together **Debt Securities**), to the extent that the relevant Debt Securities are issued with the exclusion of shareholders' subscription rights after this authorisation becomes effective by analogous application of section 186 (3) sentence 4 AktG; or*

(iii) in the case of a capital increase against contributions in kind, including in particular for acquiring (directly or indirectly) undertakings, operations, parts of undertakings, interests or other assets or entitlements to the acquisition of assets, including claims against the Company or its group companies.

The General Partner is authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation; this also includes determining the dividend rights of new shares which may also be declared, notwithstanding section 60 (2) AktG, for a financial year already ended. However, the authorisation does not entitle the General Partner to create new classes of shares.

The Supervisory Board is authorised, after using the Authorised Capital 2023 or after expiry of the period for using the Authorised Capital 2023, to amend the Articles of Association accordingly.

9. Adoption of a resolution to amend the Articles of Association to include a new Article 19a (Virtual General Meeting)

In order to grant the General Partner of the Company sufficient flexibility in the future, the Company's Articles of Association shall be amended to include an authorisation of the General Partner pursuant to section 118a (1) AktG. Accordingly, the Management Board may provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (**virtual General Meeting**). In the event that the General Meeting adopts the resolution on the change of the legal form proposed under agenda item 10, a corresponding authorisation to hold a virtual General Meeting shall also be included in the Articles of Association of the Stock Corporation applicable after the change of the legal form takes effect (see page 63 of the report on the change of the legal form prepared for agenda item 10).

In addition, the members of the Supervisory Board shall in principle attend the General Meeting in person. However, in accordance with section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate in the General Meeting by means of audiovisual transmission. In order to grant the Supervisory Board of the Company sufficient flexibility in the future and not to generate unreasonable travel expenses from a sustainability point of view, the Articles of Association of the Company shall therefore provide that, when a virtual General Meeting is held, the participation of Supervisory Board members may take place by means of audiovisual transmission.

The General Partner and the Supervisory Board therefore propose to resolve as follows:

After Article 19 of the Articles of Association of the Company, the following Article 19a shall be inserted into the Articles of Association:

“Article 19a Virtual General Meetings

- (1) The General Partner is authorised to provide that General Meetings held up to and including 31 August 2025 may be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting).*
- (2) If a virtual General Meeting is held, the members of the Supervisory Board may also participate by means of audiovisual transmission; however, this does not apply to the Chair of the Meeting if he or she is a member of the Supervisory Board.*
- (3) All the provisions of the Articles of Association relating to General Meetings, including Article 21 (2), shall apply to the virtual General Meeting, except where otherwise provided by law or expressly provided in the Articles of Association.”*

10. Adoption of a resolution on the change of the legal form of the Company to a stock corporation (Aktiengesellschaft)

ProCredit Holding AG & Co. KGaA is to be converted into a stock corporation (AG) by way of a change of legal form in accordance with the provisions of the German Transformation Act (“UmwG”).

The rationale behind the intended change of form is to increase investor acceptance of a stock corporation and to simplify the structure of the company. A detailed legal and economic explanation of the change of the legal form and its reasons and in particular of the future participation of the shareholders is contained in the Conversion Report prepared by the General Partner as general partner of the Company pursuant to section 192 of the German Transformation Act (UmwG). Section 4.5 (pages 20 to 23) of the Conversion Report also contains a description of the remuneration system for the members of the Supervisory Board which shall be set out in section 11 of the Articles of Association of ProCredit Holding AG.

The conversion report, the annual financial statements and the consolidated financial statements as well as the combined management reports of ProCredit Holding AG & Co. KGaA for the last three financial years 2020, 2021 and 2022 will be available on the Company's website at www.procredit-holding.com/de/investor-relations/general-meetings/ from the day on which the General Meeting is convened. The aforementioned documents will also be made available to the shareholders during the General Meeting.

The General Partner and Supervisory Board propose to resolve as follows:

10.1 The Company shall be converted into the legal form of a stock corporation (AG) in accordance with the provisions of sections 190ff, 226f and 238ff UmwG.

10.2 The legal entity in its new legal form shall be named ProCredit Holding AG.

10.3 ProCredit Holding AG shall have its registered office in Frankfurt am Main. It is to be entered in the Commercial Register of the District Court (*Amtsgericht*) of Frankfurt am Main. In all other respects, the rights and obligations of the shareholders of the Company shall be governed by the Articles of Association of ProCredit Holding AG following its conversion into an AG.

10.4 The Articles of Association of ProCredit Holding AG, which are an integral part of this resolution on the change of legal form, are hereby adopted with the

wording contained in section VI. of the notice convening the General Meeting of 5 June 2023.

10.4.1 Accordingly, pursuant to Article 4 (3) of the Articles of Association of ProCredit Holding AG, the Management Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company until the end of 4 June 2028 by a total amount of up to EUR 29,449,245.00 by issuing up to 5,889,849 new non-par value registered shares (*Stückaktien*) against contributions in cash and/or in kind (Authorised Capital 2023) and to exclude the shareholders' subscription rights under the conditions set out in Article 4 (3) of the Articles of Association of ProCredit Holding AG.

10.4.2 Furthermore, the remuneration system as described in section 4.5 of the Conversion Report prepared in relation to agenda item 10 and the specific remuneration for the members of the Supervisory Board are hereby determined as provided in Article 11 of the Articles of Association of ProCredit Holding AG.

10.4.3 Finally, the management board is authorised, pursuant to Article 17 (1) of the Articles of Association of ProCredit Holding AG, to provide for General Meetings to be held up to and including 31 August 2025, without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual General Meeting).

10.5 The share capital of the Company shall become the share capital of ProCredit Holding AG. Thus, it amounts to EUR 294,492,460.00. The share capital is divided into 58,898,492 non-par value registered shares (*Stückaktien*).

10.6 ProCredit General Partner AG, with its registered office in Frankfurt am Main, registered with the commercial register (*Handelsregister*) of the district court (*Amtsgericht*) of Frankfurt am Main under HRB 91486, shall withdraw (*ausscheiden*) from the Company pursuant to section 247 (2) UmwG.

10.7 Shareholders of ProCredit Holding AG shall be those persons who are limited shareholders of the Company at the time of registration of the conversion with the commercial register.

Their shareholding in the share capital of the Company will not be changed by the conversion, i.e., they will participate in ProCredit Holding AG to the same extent and with the same number of non-par value registered shares as they did

in the Company as limited shareholders before the conversion became effective. The notional amount of EUR 5.00 of each non-par value registered share remains unchanged from that which existed immediately before the effectiveness of the conversion. If the Company holds treasury shares at the time of the registration of the conversion with the commercial register, these shares shall become treasury shares of ProCredit Holding AG.

10.8 Statements regarding rights pursuant to section 194(1) no. 5 UmwG:

10.8.1 ProCredit Staff Invest GmbH & Co. KG as shareholder of the Company and thus future shareholder of Pro Credit Holding AG shall be granted a right to appoint a member to the Supervisory Board of ProCredit Holding AG (appointment right pursuant to section 101 (2) sentence 1 AktG) in accordance with the conditions set out in Article 8 (2) of the Articles of Association of ProCredit Holding AG adopted as part of this conversion resolution (cf. clause (4) of this resolution).

10.8.2 Zeitinger Invest GmbH as shareholder of the Company and thus future shareholder of Pro Credit Holding AG shall be granted a right to appoint a member to the Supervisory Board of ProCredit Holding AG (appointment right pursuant to section 101 (2) sentence 1 AktG) in accordance with the conditions set out in Article 8 (3) of the Articles of Association of ProCredit Holding AG adopted as part of this conversion resolution (cf. clause (4) of this resolution).

10.8.3 (Further rights within the meaning of section 194 (1) no. 5 1st alternative UmwG do not exist and will not be granted in relation to ProCredit Holding AG. Further measures pursuant to section 194 (1) no. 5 2nd alternative UmwG are not intended.

For reasons of precaution, it is pointed out that it is intended to appoint the current members of the Management Board of ProCredit General Partner AG as the sole general partner of the Company (Mr Hubert Spechtenhauser, Mr Christian Dagrosa, Dr Gian Marco Felice, Ms Sandrine Massiani) and Ms Eriola Bibolli as members of the Management Board of ProCredit Holding AG.

For reasons of precaution, it is pointed out that it is intended to appoint the following current Supervisory Board members of the Company or of ProCredit General Partner AG as the sole general partner of the Company, Rainer Peter

Ottenstein, Dr H.P.M. (Ben) Knapen, Helen Alexander, and Jovanka Joleska Popovska, as members of the Supervisory Board of ProCredit Holding AG.

10.9 A cash compensation offer pursuant to section 207 UmwG is not required in accordance with sections 227 and 250 UmwG.

10.10 The conversion will affect the employees and their representative bodies as follows:

10.10.1 The rights and obligations of the employees under existing service and employment relationships remain unaffected. Section 613a of the German Civil Code (BGB) does not apply in the event of a conversion. No measures are envisaged in this respect. Following the conversion, the employer's directive powers are exercised by ProCredit Holding AG, represented by its Management Board.

10.10.2 Any existing company practices, general commitments, company agreements and collective agreements remain in force in accordance with the existing regulations; no measures are envisaged in this respect either.

10.10.3 The periods of service of the employees of the Company (including periods of service already recognised) will not be interrupted by the conversion.

10.10.4 Any existing pension entitlements of the employees remain unaffected and exist vis-à-vis ProCredit Holding AG following the conversion. Any pension obligations of the Company vis-à-vis former employees (current pensions and vested pension rights) remain unaffected as well and will also be directed against ProCredit Holding AG following the conversion.

10.10.5 According to the applicable statutory provisions for partnerships limited by shares (*Kommanditgesellschaften auf Aktien*), the General Partner of the Company was fully liable with its entire assets for claims in connection with the employment relationships and the limited partner in the amount of his/her own deposits. Since the General Partner of the Company was already an AG prior to the conversion, its liability was in fact already limited to the assets of ProCredit General Partner AG. Following the conversion, the liability of ProCredit Holding AG as a capital company for claims in connection with the employment

relationships is in principle limited to its company assets. Its share capital after the transformation of legal form will amount to EUR 294,492,460.00.

10.10.6 The works constitution according to the German Works Constitution Act (*Betriebsverfassungsgesetz*) remains unaffected. Any bodies, committees and other representations under the German Works Constitution Act and other statutory provisions remain in force (however, cf. below (h) regarding the non-existence of works councils).

10.10.7 It is intended to reappoint (*neu zu bestellen*) the Supervisory Board members of the Company in accordance with the proposed resolution under agenda item 11 of the convocation of the General Meeting with effect from the end of the General Meeting on 5 June 2023 for a term of office specified in the resolution proposal. ProCredit Holding AG, similar to the Company, is also obliged to form a supervisory board on the basis of applicable statutory provisions. Since the Company generally employs less than 500 employees, ProCredit Holding AG will also not be obliged to form a supervisory board with employee participation pursuant to the German One-Third Participation Act (*Drittelbeteiligungsgesetz*) or the German Co-Determination Act 1976 (*Mitbestimmungsgesetz 1976*) following the conversion.

10.10.8 Neither at the Company nor at other companies of ProCredit group which are affiliated with the Company a works council has been established. A notification pursuant to section 194 (2) UmwG was therefore not necessary and has not occurred.

10.11 The costs of the conversion shall be borne by the Company up to the amount of EUR 1,500,000.00.

11. Adoption of a resolution on the election of the Supervisory Board

The members of the Supervisory Board of the Company have resigned as members of the Supervisory Board of the Company with effect from the end of this General Meeting, necessitating the election of new Supervisory Board members.

Pursuant to Article 11 (1) of the Articles of Association of the Company, the Supervisory Board of the Company is currently composed of six members, all of whom are elected by the General Meeting. These six members of the Supervisory

Board of the Company shall all be re-elected by the General Meeting of the Company. With regard to the persons named in the following proposed resolution under items 11.1 to 11.4, this election shall, in accordance with the principle of continuity of office pursuant to section 203 sentence 1 UmwG, expressly also apply to the stock corporation created after the conversion of legal form proposed under agenda item 10 takes effect.

Pursuant to Article 8 (1) of the Articles of Association to be adopted for ProCredit Holding AG under agenda item 10, ProCredit Staff Invest GmbH & Co. KG and Zeitinger Invest GmbH, as shareholders of the Company, shall each be granted representation rights within the meaning of section 101 (2) AktG for one Supervisory Board member each, which may be exercised under the conditions of section 8 (2) and (3) of the Articles of Association for ProCredit Holding AG to be adopted under agenda item 10. These rights of appointment will only become effective for ProCredit Holding AG when the conversion of the company proposed under agenda item 10 and thus the provision of the Articles of Association in Article 8 (2) and (3) of the Articles of Association to be adopted under agenda item 10 become effective, i.e. when the conversion of legal form is entered in the appropriate commercial register. Therefore, the persons named in the following proposed resolution under items 11.5 and 11.6 shall be appointed as members of the Supervisory Board until the conversion of legal form takes effect. In this respect, the statutory continuity of office of the Supervisory Board members pursuant to section 203 sentence 1 UmwG therefore does not apply.

Pursuant to Article 8 (1) of the Articles of Association to be adopted for ProCredit Holding AG under agenda item 10, the future Supervisory Board of ProCredit Holding AG shall also be expanded by two additional members to a total of eight members in the future after the change of legal form takes effect. In principle, these additional Supervisory Board members are to be elected by the future General Meeting of ProCredit Holding AG. For the interim period from the effective date of the change of legal form proposed under agenda item 10 until the first General Meeting of ProCredit Holding AG in its new legal form, it is intended to have the new seventh and eighth members of the Supervisory Board appointed by a court of law as provided for in section 104 AktG.

Further information on the future composition of the Supervisory Board and the related effects of the change of legal form can be found in the Conversion Report presented under agenda item 10 (see pages 17 to 20 thereof).

In the light of the above, the Supervisory Board proposes, based on the recommendation of its Nomination Committee of 6 April 2023,

- 11.1 Rainer Ottenstein, Diplom-Kaufmann, Frankfurt am Main, Germany
- 11.2 Dr. H.P.M. (Ben) Knapen, Member of the Dutch Senate (1st Chamber) and group parliamentary leader of the *Christen-Democratisch Appèl (CDA)*, Amsterdam, Kingdom of the Netherlands
- 11.3 Helen Alexander, independent member of the Supervisory Board, Potsdam, Germany
- 11.4 Frau Jovanka Joleska Popovska, Chair of the Supervisory Board of ProCredit Bank AD Skopje, North Macedonia
- 11.5 Dr Jan Marcus Schroeder-Hohenwarth, Diplom-Betriebswirt, Cologne, Germany
- 11.6 Nicholas Tesseyman, independent member of the Supervisory Board, Thaxted, United Kingdom

each to be elected to the Supervisory Board with effect from the end of this General Meeting, as follows

- (i) the persons named in items 11.1 and 11.2 with a term of office until the end of the General Meeting which resolves on the ratification of acts for the financial year 2025 (even if this date is after the effective date of the conversion of the Company's legal form proposed under agenda item 10), and
- (ii) the persons named in sections 11.3 and 11.4 with a term of office until the end of the General Meeting resolving on the ratification of acts for the financial year 2026 (even if this date is after the effective date of the conversion of the Company's legal form proposed under agenda item 10), and
- (iii) the persons named in sections 11.5 and 11.6 with a term of office until the effective date of the conversion of the Company's legal form proposed under agenda item 10, but no longer than until the end of the General Meeting resolving on the ratification of acts for the financial year 2026.

The curricula vitae of the proposed candidates as well as supplementary information, in particular on memberships of other statutory supervisory boards and comparable supervisory bodies as well as on the respective relevant knowledge, skills and experience (including expertise within the meaning of

section 278 (3), section 100 (5) AktG) are included in this notice of convocation below in Section VII (“Information on the Supervisory Board candidates proposed for election (Agenda item 11)”) and are available on the Company’s website at

<https://www.procredit-holding.com/investor-relations/general-meetings/>.

In accordance with Recommendation C.1 of the German Corporate Governance Code as amended on 28 April 2022 (GCGC), 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.

It is the opinion of the Supervisory Board as well as of its Nomination Committee that all proposed candidates are independent within the meaning of Recommendations C.6 and C.7 GCGC. Furthermore, the Supervisory Board has ascertained from all proposed candidates that they are able to devote the requisite amount of time to serving on the Supervisory Board of the Company. The candidates are to be elected individually at the Supervisory Board election within the meaning of Recommendation C.15 GCGC.

II.

Declarations by the General Partner
(agenda item 10)

1. Consent to the change of legal form

Pursuant to section 240 (3) UmwG, the General Partner must approve the change of the legal form of the Company to that of a stock corporation as proposed under agenda item 10. Pursuant to section 193 (3) sentence 1 AktG, the Annual General Meeting shall resolve upon approval of the annual financial statements. Pursuant to section 193 (3) sentence 1 UmwG, the declaration of consent requires notarial certification.

“ProCredit General Partner AG as sole General Partner of ProCredit Holding AG & Co. KGaA hereby approves the change of legal form.”

A resolution of the General Meeting is not required in this regard.

2. Declaration on the continuation of the appointment of the auditor for the financial statements and the auditor for the consolidated financial statements for the financial year 2023

Pursuant to section 245 (3) sentence 1 UmwG, the General Partner of the Company is deemed to be the founder when applying the formation provisions of AktG in the context of the transformation of legal form and thus, pursuant to section 197 sentence 1 UmwG in conjunction with section 30 (1) AktG, the General Partner must appoint an auditor for the first full or partial financial year. In connection with the resolution on the transformation of legal form under letter a), the corresponding declaration of the General Partner shall therefore be notarised as follows:

“The selection of the auditor for the financial statements and the auditor for the consolidated financial statements for the financial year 2023 resolved by the General Meeting on 5 June 2023 under item 5 of the agenda shall continue after the change of the legal form of the Company to that of a stock corporation proposed under item 10 of the agenda of the General Meeting on 5 June 2023 becomes effective.”

No resolution of the General Meeting is required in this regard.

III.

Disclosure of the Remuneration Report for financial year 2022
pursuant to section 124 (2) sentence 3 AktG
(agenda item 6)

Remuneration Report

The remuneration report explains the principles of our remuneration system for the members of the Management Board and Supervisory Board of ProCredit Holding AG & Co. KGaA, Frankfurt am Main, and describes the amount and structure of remuneration for the members of its governing bodies for the 2022 financial year.

ProCredit Holding has the legal form of a partnership limited by shares ("KGaA" – Kommanditgesellschaft auf Aktien). As a KGaA, ProCredit Holding has a supervisory board. Management board duties are incumbent upon the general partner. The sole personally liable general partner of the Company is ProCredit General Partner AG, Frankfurt am Main, whose management board ("Management Board") is thereby responsible for managing the Company's business operations. ProCredit General Partner also has a supervisory board. This remuneration report therefore also reports on the principles of the remuneration system and on the amount and structure of remuneration for members of the Supervisory Board of ProCredit General Partner. The remuneration system for members of the Management Board and Supervisory Board is based on statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC).

REMUNERATION SYSTEM FOR MANAGEMENT BOARD AND SUPERVISORY BOARD

Management Board of ProCredit General Partner

The remuneration of the members of the Management Board consists mainly of fixed compensation. This should be appropriate and transparent. As for all employees in the ProCredit group, variable remuneration elements are not contractually set and are only applied on a limited scale.

The Remuneration Control Committee of the Supervisory Board of ProCredit General Partner develops the remuneration system for the members of the Management Board. The remuneration system is reviewed annually. The system is then officially approved by the Supervisory Board.

The remuneration of the Management Board is set by the Supervisory Board. The Supervisory Board determines an appropriate level of remuneration for the members of the Management Board based on the respective duties and performance of each member, the economic situation and development of the group, and the outlook for the group. As is the

case for all employees of the group, there are no contractually defined variable compensation components for the members of the Management Board. The Supervisory Board defines an appropriate level of remuneration for the members of the Management Board based on a comparison with the remuneration levels in comparable development-oriented financial institutions as well as on the basis of its assessment of what constitutes appropriate compensation and what reflects, in an ethically appropriate way, their contribution to the company. Consideration is also given to the relationship between the remuneration of the Management, middle management and employees.

The remuneration of the Management Board shall not exceed ten times the average salary of the employees of ProCredit Holding. The maximum fixed remuneration for members of the Management Board is EUR 330,000 per year (with the exception of the Chair of the Management Board). Twenty per cent of the monthly net salary (after statutory deductions) is paid in the form of shares in ProCredit Holding, which are subject to a vesting period of three years. In view of the extended duties and responsibilities, the Supervisory Board grants the Chair of the Management Board fixed compensation of EUR 500,000 per year. In this case as well, twenty per cent of the monthly net salary (after statutory deductions) is paid in the form of shares in ProCredit Holding, which are subject to a vesting period of three years. A relevant share-based component with a vesting period of three years ensures that the interests of the Management Board and of the group are well aligned as well as promoting the implementation of the group's business strategy, the long-term development of the group and long-term commitment. The fact that the share-based component is fixed and does not vary is in line with the group's development-oriented business activity and prudent risk strategy.

The Supervisory Board may grant special remuneration to reward specific cases of extraordinary performance. These decisions are based on a multi-year performance assessment, which generally takes into account the overall performance of the members of the Management Board and their contribution to the ProCredit group. Such decisions take account for the economic situation and outlook of the group. If variable remuneration is granted, then the total remuneration, i.e. both fixed and variable components, may not exceed an amount equivalent to twice the fixed compensation. Variable remuneration elements should in principle be used for the acquisition of shares in the staff investment vehicle, ProCredit Staff Invest. In such cases, the individual commits to hold the shares for a period of five years. There is no possibility on the part of ProCredit Holding to reclaim variable remuneration components.

Members of the Management Board are not remunerated for group-internal supervisory board mandates.

In the event of premature termination of Management Board membership, the scope of claims shall be limited to the remainder of the employment contract or a maximum of two

years' remuneration (severance cap). In the case of Supervisory Board mandates in companies outside the group, the Supervisory Board decides whether and to what extent the compensation is to be taken into account.

Supervisory Board of ProCredit Holding

The remuneration of the members of the Supervisory Board shall be balanced overall and be commensurate with the responsibilities and duties of the Supervisory Board members and the situation of the company, also taking into account the compensation arrangements of other development-oriented listed companies. At the same time, appropriate and commensurate compensation makes an important contribution in light of the competition for outstanding individuals to fill positions on the Supervisory Board and thus to provide the best possible supervision and advice to the Management Board. These, in turn, are required for long-term corporate success.

The members of the Supervisory Board shall receive fixed remuneration based on their function. No performance-related compensation or financial or non-financial performance criteria are provided for. In this way, we would like to take account for the independent control and advisory function of the Supervisory Board, which is not geared towards short-term corporate success but towards the long-term development of the company.

The compensation of the members of the Supervisory Board is set by the General Meeting in the Articles of Association or by resolution at the proposal of the General Partner and the Supervisory Board. Currently, the remuneration is set forth in the Articles of Association.

The General Meeting shall decide on the compensation of the members of the Supervisory Board at least every four years. The Supervisory Board's remuneration system was last revised in 2022. Accordingly, the General Meeting of 31 May 2022 adopted a resolution on the remuneration of the members of the Supervisory Board.

The members of the Supervisory Board receive fixed annual compensation in the amount of EUR 10,000. The Chair receives fixed annual compensation of EUR 30,000, with the Deputy Chair receiving fixed annual compensation of EUR 15,000.

For their work on the Risk and Audit Committee, the members of the Supervisory Board receive additional fixed annual remuneration of EUR 5,000; the Chair of the Risk and Audit Committee receives additional fixed annual remuneration of EUR 10,000. For their work on the Nomination Committee, the members of the Supervisory Board receive additional fixed annual remuneration of EUR 2,500; the Chair of the Nomination Committee receives an additional fixed annual remuneration of EUR 5,000. This applies accordingly to other committees comprising members of the Supervisory Board.

For every meeting of the Supervisory Board that they attend, the members of the Supervisory Board shall receive an attendance fee of EUR 500.00. For every meeting of the Risk and Audit Committee that they attend, the members of the Risk and Audit Committee shall receive an attendance fee of EUR 1,000.00. For every meeting of the Nomination Committee that

they attend, the members of the Nomination Committee shall receive an attendance fee of EUR 500.00. This applies accordingly to other committees comprising members of the Supervisory Board. Members who participate in the committees via telephone or video conference or using other comparable common means of telecommunication shall also be entitled to attendance fees. In the event that several meetings of the Supervisory Board and/or its committees take place on one calendar day, the attendance fee shall be paid only once. The attendance fees are accounted for as short-term variable remuneration.

The remuneration is due at the end of the financial year during which the person served as a member of the Supervisory Board. If members of the Supervisory Board leave the Supervisory Board in the course of a financial year, they receive the remuneration on a pro rata basis. This shall apply analogously if a member of the Supervisory Board resigns from a position involving additional compensation. Pro rata remuneration for committee activities requires that the committee concerned has met during the relevant period in order to perform its duties.

ProCredit Holding reimburses its Supervisory Board members for their expenses incurred in the performance of their duties and for any value-added tax payable on their expenses. In addition, for the execution of Supervisory Board activities, the members of the Supervisory Board shall be provided with insurance coverage.

Additional remuneration can be granted for Supervisory Board activities at individual ProCredit institutions. Such activities are accounted for as short-term variable remuneration.

Supervisory Board of ProCredit General Partner

If members of the Supervisory Board of ProCredit Holding are at the same time members of the Supervisory Board of the General Partner (i.e. ProCredit General Partner), then the remuneration paid by the General Partner shall not, as from 2022, be offset against the remuneration paid by ProCredit Holding. ProCredit Holding reimburses the Supervisory Board remuneration paid by the general partner. The type and amount of Supervisory Board remuneration is determined by the General Meeting of ProCredit General Partner.

The fixed annual compensation is EUR 30,000 for the Chair of the Supervisory Board, EUR 15,000 for the Deputy Chair, and EUR 10,000 for each other member of the Supervisory Board. For their work in a committee, the members receive an additional fixed annual remuneration of EUR 2,500 per committee, with the chair of the respective committee receiving EUR 5,000. Currently, ProCredit General Partner AG has a Nomination Committee and a Remuneration Control Committee. For each meeting of the Supervisory Board and for each meeting of a committee, members who participate shall each receive an attendance fee of EUR 500.00. Members who participate in the committees via telephone or video conference or using other comparable common means of telecommunication shall also be entitled to attendance fees. In the event that several meetings of the Supervisory Board

and/or its committees take place on one calendar day, the attendance fee shall be paid only once. The attendance fees are accounted for as short-term variable remuneration.

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Liability remuneration of ProCredit General Partner / Reimbursement of expenses

As in previous years, ProCredit General Partner received annual remuneration of EUR 30,000 (plus VAT) for assuming the management and personal liability in its function as general partner.

In addition, ProCredit General Partner has a claim against ProCredit Holding for reimbursement or assumption of all expenses incurred in connection with managing the business of ProCredit Holding.

REMUNERATION FOR MANAGEMENT BOARD AND SUPERVISORY BOARD

The following remuneration elements generally apply for members of the Management Board:

- Fixed remuneration (of which 20% in the form of shares in ProCredit Holding)
- Contributions to private health insurance (if applicable)
- Contributions to retirement provisions and life insurance (if applicable)
- Directors and officers liability insurance (D&O insurance) coverage with a deductible in accordance with section 93 (2) sentence 3 AktG

in EUR '000	2022		2021	
	Remuneration granted and owed	%-age	Remuneration granted and owed	%-age
Management Board				
Hubert Spechtenhauser (from 1 March 2022), Management Board Chair from 9 November 2022				
Basic Salary	234	100%	-	-
Total remuneration	234		-	
Dr Gian Marco Felice				
Basic Salary	223	100%	200	99%
Superannuation*	-	-	3	1%
Total remuneration	223		204	
Sandrine Massiani				
Basic Salary	222	100%	200	100%
Total remuneration	222		200	
Dr Gabriel Schor				
Basic Salary	178	100%	146	82%
Superannuation*	-	-	33	18%
Total remuneration	178		179	

**This includes: Disability insurance and life insurance, contributions to company pension insurance and voluntary/private health insurance, expense allowance as well as statutory allocations.*

The remuneration presented here does not contain employer contributions to health and long-term care insurance.

The defined maximum compensation was complied with.

The following table shows the remuneration of Supervisory Board members:

in EUR '000	2022		2021	
	Remuneration granted and owed	%-age	Remuneration granted and owed	%-age
Supervisory board				
Rainer Ottenstein Supervisory Board Chair from 7 March 2022 Deputy Supervisory Board Chair until 7 March 2022				
Basic Salary	70	56%	10	13%
Short-term variable Remuneration	56	44%	68	87%
Donation	-65		-	
Total remuneration	62		78	
Dr H.P.M. (Ben) Knapen Deputy Supervisory Board Chair from 3 June 2022				
Basic Salary	38	71%	10	100%
Short-term variable Remuneration	16	29%	-	-
Donation	-27		-	
Total remuneration	27		10	
Helen Alexander (from 31 May 2022)				
Basic Salary	15	69%	-	-
Short-term variable Remuneration	7	31%	-	-
Donation	-11		-	
Total remuneration	11		-	
Marianne Loner				
Basic Salary	28	66%	10	70%
Short-term variable Remuneration	15	34%	4	30%
Donation	-21		-	
Total remuneration	21		14	
Jovanka Joleska Popovska (from 27 May 2021)				
Basic Salary	30	68%	6	100%
Short-term variable Remuneration	14	32%	-	-
Donation	-22		-	
Total remuneration	22		6	
Dr Jan Martin Witte (from 27 May 2021)				
Basic Salary	30	72%	-	-
Short-term variable Remuneration	12	28%	-	-
Donation	-21		-	
Total remuneration	21		-	
Dr Claus-Peter Zeitinger (until 31 May 2022) Supervisory Board Chair until 7 March 2022				
Basic Salary	23	75%	10	100%
Short-term variable Remuneration	8	25%	-	-
Total remuneration	30		10	
Christian Krämer (until 27 May 2021)				

Basic Salary	-	-	-	-
Total remuneration	-	-	-	-
Petar Slavov (until 27 May 2021)				
Basic Salary	-	-	4	100%
Total remuneration	-	-	4	

The members of the Supervisory Board active as of 31 December 2022 have waived their compensation for the 2022 financial year on a pro rata basis on condition that it is donated. The donation will be made during the 2023 financial year. In 2021, two Supervisory Board members waived their compensation due to the COVID-19 pandemic.

In the event that payments are not due until after the financial year, the timing for granting payment is nevertheless deemed to be the financial year if the activity has already been performed in full and is recognised as part of the remuneration granted and due for the financial year. Furthermore, ProCredit Holding has a D&O liability insurance policy which provides coverage for the members of the Supervisory Board.

ANNUAL CHANGE IN REMUNERATION

	Change from previous year in percent				
	2018	2019	2020	2021	2022
Management Board remuneration					
Hubert Spechtenhauser (from 1 March 2022), Management Board Chair from 9 November 2022	-	-	-	-	-
Dr Gian Marco Felice	-	-	-	77.5%	9.3%
Ms Sandrine Massiani	33.7%	6.7%	-0.2%	0.3%	11.2%
Dr Gabriel Schor	6.9%	-4.6%	-0.2%	0.2%	-0.3%
Supervisory Board remuneration					
Rainer Ottenstein, Supervisory Board Chair from 7 March 2022 Deputy Supervisory Board Chair until 7 March 2022	0.0%	0.0%	0.0%	681.4%	-21.2%
Dr H.P.M. (Ben) Knapen Deputy Supervisory Board Chair from 3 June 2022	-	-	-	50.0%	6.3%
Helen Alexander (from 31 May 2022)	-	-	-	-	-
Marianne Loner (from 17 May 2017)	50.0%	0.0%	0.0%	42.7%	49.5%
Jovanka Joleska Popovska (from 27 May 2021)	-	-	-	-	273.8%
Dr Jan Martin Witte (from 27 May 2021)	-	-	-	-	-
Dr Claus-Peter Zeitinger (until 31 May 2022) Supervisory Board Chair until 7 March 2022	0.0%	0.0%	0.0%	0.0%	202.0%

In the case of new members of governing bodies, no figure is available for the year of entry, as no “change” from the previous year can be calculated. The figure for the second year after entry is not comparable with the previous year due to the difference in the time periods. Thus, a full comparison is not possible until the third year after entry. Similarly, for departing board members, the figure for the year of departure is not comparable with the previous year due to the difference in the time periods.

There was no retrospective recalculation of Management Board and Supervisory Board remuneration. In calculating the annual change in remuneration, the remuneration for previous financial years was based on remuneration pursuant to the German Commercial Code (HGB). From 2021 onwards, the amounts shown also include the remuneration for any board activities in group companies. The change in 2021 compared with the previous year is thus only comparable with the previous changes to a limited extent. The changes in 2022 result from the revision of the remuneration system.

	Change from previous year in percent				
	2018	2019	2020	2021	2022
Profit for the year ProCredit Holding	-41.0%	-203.8%	-135.7%	245.0%	-139.0%
Consolidated result of the ProCredit group	13.3%	-0.3%	-23.8%	92.4%	-79.3%
Employee remuneration	-	-	-	0.5%	8.1%

Due to utilisation of the exemptions provided for in section 26j (2) sentence 2 of the Introductory Act to the German Stock Corporation Act (EAG), the change in employee remuneration is presented for the first time for 2021. Employees include all employees of the group companies based in Germany: ProCredit Holding AG & Co. KGaA, ProCredit Bank AG, Quipu GmbH and ProCredit Academy GmbH; this excludes the Management, temporary staff, exchange staff from foreign banks, interns and student trainees or dual education students. Remuneration is calculated on a full-time equivalent basis.

VOTING ON THE 2021 REMUNERATION REPORT

The Annual General Meeting of ProCredit Holding on 31 May 2022 approved the remuneration report for the 2021 financial year as prepared and audited in accordance with section 278 (3), 162 AktG.

Frankfurt am Main, 22 March 2023

Management Board of
ProCredit General Partner AG

Supervisory Board of
ProCredit Holding AG & Co. KGaA

IV.

**Disclosure of the Remuneration System of the Members of the
Management Board of the General Partner of the Company
pursuant to section 124 (2) sentence 3 AktG
(agenda item 7)**

Principles

The group remuneration approach that applies to all ProCredit employees is equally applicable to the members of the Management Board of ProCredit General Partner AG. Remuneration of the members of the management should be fair and transparent. It consists mainly of a fixed salary. Variable remuneration elements are applied only to a limited scale and are not contractually fixed. The remuneration of the members of the Management Board is set by the Supervisory Board of ProCredit General Partner AG.

The remuneration system is developed and reviewed on a yearly basis by the Remuneration Control Committee of the Supervisory Board before being formally approved by the Supervisory Board. The remuneration of each manager is determined individually on the basis of the remuneration system. ProCredit General Partner AG and the Supervisory Board, with the support of the Remuneration Control Committee, prepare a joint yearly remuneration report (*Vergütungsbericht*) on, inter alia, the remuneration paid during the preceding financial year to each of the members of the Management Board of ProCredit General Partner AG.

Elements of remuneration

The Supervisory Board sets the fixed monetary remuneration of the members of the Management Board by taking into account the respective duties and performance of each member as well as and the overall economic situation and performance of the group. As for the rest of the employees of the group, there is no contractually-fixed variable element of remuneration for the members of the Management Board. The Supervisory Board defines an appropriate remuneration level for members of the Management Board based on both a benchmarking against the levels of remuneration in comparable financial institutions and their assessment of what constitutes a reasonable remuneration, reflecting the contribution of their role in the society in an ethically appropriate manner. It also takes into account the relationship between the remuneration of the Management Board, middle management and employees. The remuneration level of the Management Board does not exceed ten times the average salary of the ProCredit Holding employees.

With the exception of the Chair of the Management Board, the maximum fixed remuneration for members of the Management Board is EUR 330,000 per annum. 80% of the remuneration is paid in cash and 20% in a share-based form (with a vesting period of three years).

In recognition of the enhanced duties and responsibilities of the Chair of the Management Board, the Supervisory Board provides for a fixed remuneration of EUR 500,000 p.a. for this position, 80% of which is also paid in cash and 20% in a share-based form (with a vesting period of three years).

A relevant share-based component with a three-year vesting period will ensure good alignment between the interests of management and the group, fostering the implementation of the group business strategy, long term performance of the group and long-term affiliation. That the share-based component is fixed not variable is consistent with the group's development-oriented business and prudent risk strategy, and a remuneration system which does not reward short-term or inappropriate risk-taking behaviour.

The Supervisory Board may apply a special remuneration to reward specific cases of extraordinary performance of the members of the management. Such decisions are based on a multiyear performance assessment which typically takes into account the overall performance of the members of the Management Board to the group and their contribution to the ProCredit *res publica*. Such decisions also take into account the economic situation of the company and the institutional outlook of the group. Variable remuneration components can be used for the acquisition of shares in the staff investment company (ProCredit Staff Invest). In such cases, members of the Management Board undertake to hold the shares for five years. It is not possible to reclaim variable remuneration components.

If variable remuneration is granted, in line with section 25a (5) sentence 2 KWG, the total remuneration, i.e. fixed and variable, shall not exceed twice the fixed monetary remuneration. Members of the Management Board are not remunerated for group-internal supervisory board mandates.

Severance payment in the event of termination of a Management Board contract

In the event of premature termination of the contract of a Management Board member, payments made shall not exceed twice the annual remuneration (severance cap) and shall be limited to remuneration for the remainder of the employment contract. In the case of the assumption of supervisory board mandates in companies outside the group, the Supervisory Board shall decide whether and to what extent the remuneration is to be taken into account.

V.

**Report of the General Partner to the Annual General Meeting on the proposal under
Agenda item 8 to exclude the subscription right pursuant to section 203 (2)
sentence 2 in conjunction with section 186 (4) sentence 2 AktG**

In accordance with section 278 (3) AktG in conjunction with section 203 (2) and section 186 (4) sentence 2 AktG, the General Partner must submit a written report on agenda item 6 explaining the reasons for the exclusion of the subscription right and the proposed issue amount. The report is to be published as follows:

The General Partner and Supervisory Board propose to the Annual General Meeting that new authorised capital be created. The previous Authorised Capital 2018 was approved by the General Meeting on 23 May 2018. The authorisation thus expires on 22 May 2023. In order to ensure that the Company will always be in a position to adjust its capital base flexibly and sustainably to cover future requirements and take advantage of opportunities, it is proposed that new authorised capital, in the legally permissible amount of EUR 29,449,246.00, be made available to the Company (Authorised capital 2023). The new Authorised Capital 2023 is to be available for both cash and non-cash capital increases.

When utilising the new Authorised Capital 2023, shareholders would generally have a subscription right. The shares may also be acquired by one or more credit institutions insofar as they accept the obligation to offer them to the Company's shareholders for subscription (indirect subscription rights). However, an exclusion of the subscription right is possible in the following cases, if such an exclusion is in the interest of the Company.

The proposed authorisation provides that the General Partner may, with the approval of the Supervisory Board, exclude shareholders' subscription rights for fractional amounts. In the case of cash capital increases, this serves to facilitate the utilisation of the authorised capital in round amounts and thus the technical execution of the share issue. The shares excluded from shareholders' subscription rights as residual fractional amounts will be disposed of in the best possible way for the Company, either via the Stock Exchange or in some other manner.

Furthermore, the authorisation provides that the General Partner may, with the consent of the Supervisory Board, exclude the shareholders' subscription rights in the event of a cash capital increase if the shares are issued at an amount that is not significantly lower than the stock exchange price of the already listed shares of the Company at the time the issue price is finally determined. This possibility of excluding subscription rights is provided for by law in

section 203 (1) and (2), section 186 (3) sentence 4 AktG. It enables the Management to take advantage of favourable stock market situations at short notice, thereby achieving a high issue price and thus the best possible strengthening of the equity capital by fixing prices closely in line with the market. The exclusion of subscription rights enables a placement close to the stock exchange price, so that the customary discount for rights issues no longer applies. The amount provided for in the authorisation corresponds to the legally prescribed limit of 10% of the share capital for the simplified exclusion of subscription rights. In the event that this option to exclude subscription rights is exercised when the share capital is increased, the Management will keep any discount of the issue price vis-à-vis the stock exchange price as low as possible and limit it to a maximum of 5%. This ensures that the economic dilution of shareholders' participation will be kept to a very low level. In the case of such an exclusion of subscription rights when issuing new shares close to the stock exchange price, the cash capital increase may not exceed 10% of the share capital existing at the time the authorisation takes effect or – if this value is lower – at the time the authorisation is exercised. This takes into account the shareholders' need for protection against dilution of their participation. The liquid market and the number of shares held in the free float ensure that shareholders can acquire shares on the market at fairly comparable conditions in order to maintain their participation quotas.

Shares sold or issued during the term of the proposed authorisation until the time it is exercised in direct or analogous application of section 186 (3) sentence 4 AktG on the basis of other authorisations of the General Partner to sell or issue shares shall be counted towards the limit of 10% of the share capital. In particular, shares are to be taken into account which were issued or may still be issued on the basis of debt securities with conversion or option rights on shares issued during the term of this authorisation with the exclusion of subscription rights in accordance with section 186 (3) sentence 4 AktG. The inclusion ensures that treasury shares acquired are not sold under exclusion of subscription rights in accordance with section 186 (3) sentence 4 AktG if this would result in the exclusion of shareholders' subscription rights for more than 10% of the share capital in direct or indirect application of section 186 (3) sentence 4 AktG without special material reason. It is thus ensured that, in accordance with the legal assessment of section 186 (3) sentence 4 AktG, the financial and voting rights interests of shareholders are adequately safeguarded when utilising the authorised capital under exclusion of subscription rights, while the Company is afforded additional scope for action in the interest of all shareholders.

Finally, the proposed authorisation to exclude subscription rights in the event of capital increases against contributions in kind serves the purpose of enabling the acquisition of companies, parts of companies, interests in companies or other assets in return for the

granting of shares. If the acquisition of companies, parts of companies or interests in companies or the acquisition of other assets by way of a capital increase against contributions in kind leads to tax savings for the seller or if the seller is for other reasons more interested in acquiring shares in the Company than in a cash payment, the possibility of being able to offer shares as consideration strengthens the negotiating position of the Company. In individual cases, taking into account any particular interests of the Company, it may also be desirable to offer the seller new shares in return for an acquisition.

The Authorised Capital 2023 enables the Company to react quickly and flexibly in the event of opportunities to acquire companies, parts of companies, interests in companies or other assets or claims for the acquisition of assets including claims against the Company or its group companies against the issue of new shares in suitable individual cases. Therefore, in individual cases, the proposed authorisation enables optimum funding of an acquisition in return for the issue of new shares while in turn strengthening the Company's equity base. The price at which the new shares are issued in such a case will depend on the individual circumstances and the timing. The General Partner and the Supervisory Board will be guided by the interests of the Company when setting prices. There are currently no definite plans to make use of this authorisation. The General Partner and the Supervisory Board will carefully examine in each individual case whether the exclusion of subscription rights is in the best interest of the Company. The valuation of the Company's shares on the one hand and that of the companies, parts of companies, interests in companies or other assets to be acquired or claims for the acquisition of assets, including claims against the Company or its group companies, on the other hand will be based on the neutral valuation report of an auditing company or a renowned investment bank.

The proposed validity period for the Authorised Capital 2023, which runs until 4 June 2028, is in line with the legally permissible framework.

If this authorisation is exercised, the General Partner will submit a report at the next Annual General Meeting.

VI.

Articles of Association for ProCredit Holding AG

(agenda item 10)

I. General Provisions

Art.1 Company, Registered Office and Financial Year

- (1) The company operates under the trading name

ProCredit Holding AG

- (2) The Registered Office of the Company is in Frankfurt am Main.
- (3) The financial year is the calendar year.

Art. 2 Purpose of the Company

- (4) The purpose of the Company is to acquire long-term and if possible majority equity participations in financial institutions which serve, in particular, the financial needs of small and medium-sized enterprises and of private individuals. The aim of the Company is to support and manage all financial institutions in which it invests and to ensure that the ProCredit group achieves a sustainable return on the capital employed over the long term, whilst at the same time achieving and maintaining a high degree of impact orientation towards the target group. In particular, the Company's business activities aim to ensure that the institutions in which it invests (i) provide responsible and transparent banking services to small and medium-sized enterprises as well as to private individuals in the countries in which these institutions are active and thereby, to the extent possible, positively contribute to economic, environmental and social development, to job creation and to the facilitation of investments in green technologies to mitigate climate change; (ii) are well-managed and commercially sustainable, and in doing so attach high value to staff development; and (iii) conduct their business in accordance with applicable law, the standards of good banking practice and with due regard for their social responsibility and refrain from activities that the Company deems unethical or damaging for clients, the economy or the society.
- (5) The Company is authorised to carry out all types of transactions and take all measures which are necessary for or are deemed to be beneficial to furthering the achievement of the purpose of the Company, and in particular to acquire equity participations in enterprises of the same or a similar type, or enterprises whose

business activities are related to the purpose of the Company, both in Germany and in foreign countries, and to establish branch offices.

Art: 3 Announcements and Notifications

- (6) The announcements of the Company are published in the German Federal Gazette (*Bundesanzeiger*). If another form of announcement is required by law, this form of announcement shall replace the announcement in the Federal Gazette
- (7) (Notifications for the holders of authorised securities of the Company may, to the extent permitted by law, also be conveyed by means of electronic data transmission.

II. Share Capital and Shares

Art 4 Amount of Share Capital and Division into Shares

- (8) The share capital of the Company amounts to EUR 294,492,460.00 (in words: two hundred and ninety-four million four hundred and ninety-two thousand four hundred and sixty euros).

The share capital was paid up in the amount of EUR 294,492,460.00 (in words: two hundred and ninety-four million four hundred and ninety-two thousand four hundred and sixty euros) by means of the conversion of ProCredit Holding AG & Co. KGaA with its registered office in Frankfurt am Main, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under HRB 91858, into a stock corporation (Aktiengesellschaft – AG) pursuant to sections 190ff of the German Transformation Act (*Umwandlungsgesetz – UmwG*).

- (9) The share capital is divided into 58,898,492 non-par value shares.
- (10) The Management Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital until the end of 4 June 2028, once or in several smaller amounts, by a total amount of up to EUR 29,449,245.00 (in words: twenty-nine million four hundred and forty-nine thousand two hundred and forty-five euros), by issuing new registered non-par value shares against contributions in cash and/or in kind (Authorised Capital 2023).

Shareholders will generally be granted subscription rights. The new shares may be acquired by one or more credit institutions or companies within the meaning of section 186 (5) sentence 1 AktG insofar as they accept the obligation to offer them to the Company's shareholders for subscription (indirect subscription rights).

However, with the consent of the Supervisory Board, the Management Board is authorised to exclude shareholders' subscription rights for one or more capital increases in connection with the Authorised Capital 2023:

- (a) to exclude fractional amounts from the subscription right
- (b) if the Company's shares already issued are listed on a stock exchange at the time this authorisation is exercised, in case of a capital increase against cash contributions, if the issue price of new shares is not significantly below the stock exchange price of the Company's shares already listed at the time the issue price is finally determined. This authorisation is subject to the proviso that the total calculated proportion represented by the shares issued with an exclusion of the subscription right pursuant to section 203 (1) and (2), section 186 (3) sentence 4 AktG in the Company's share capital must not exceed a limit of 10% of the share capital neither at the time this authorisation becomes effective nor – if this amount is lower – at the time this authorisation is exercised. This limit of 10% of the share capital includes shares which (a) are issued or sold during the term of this authorisation until the time it is exercised, by direct or analogous application of section 186 (3) sentence 4 AktG, as well as (b) are issued to fulfil subscription rights or to fulfil conversion obligations under convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations thereof) (together **Debt Securities**), to the extent that the relevant Debt Securities are issued with the exclusion of shareholders' subscription rights after this authorisation becomes effective by analogous application of section 186 (3) sentence 4 AktG; or
- (c) in the case of a capital increase against contributions in kind, including in particular for acquiring (directly or indirectly) undertakings, operations, parts of undertakings, interests or other assets or entitlements to the acquisition of assets, including claims against the Company or its group companies.

The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation; this also includes determining the dividend rights of new shares which may also be declared, notwithstanding section 60 (2) AktG, for a financial year already ended. However, the authorisation does not entitle the Management Board to create new classes of shares.

The Supervisory Board is authorised, after using the Authorised Capital 2023 or after expiry of the period for using the Authorised Capital 2023, to amend the Articles of Association accordingly.

Art 5 Share certificates

- (11) The shares are registered shares.
- (12) The shareholders are not entitled to the issuance of individual share certificates, to the extent permitted by law and unless such issuance is required according to the rules applicable for a stock exchange where the share has been admitted for trading. The Company may issue certificates for individual shares (single-share certificates) or for more than one or all shares (multiple-share certificates). Additionally, the shareholders are not entitled to the issuance of dividend and renewal coupons.
- (13) The form and content of share certificates, dividend and renewal coupons, and bonds and interest coupons is determined by the Management Board, subject to the approval of the Supervisory Board.

III. Management

Art 6 Composition

- (14) The Management Board consists of at least two members. The Supervisory Board determines the number of members of the Management Board.
- (15) The Supervisory Board may appoint a Chair for the Management Board and a Deputy Chair for the Management Board.
- (16) (The appointment of members of the Management Board, the conclusion of the service contracts and the revocation of appointments as well as the amendment and termination of service contracts are effected by the Supervisory Board.

Art. 7 Management and Representation of the Company

- (17) The Management Board manages the Company in its own responsibility. The members of the Management Board are obliged towards the Company to comply with the restrictions imposed by the General Meeting, the Articles of Association, the Supervisory Board or the rules of procedure for the management authorities in accordance with the statutory provisions.
- (18) The Supervisory Board may issue Rules of Procedure for the Management Board. If the Management Board itself issues Rules of Procedure, these require the approval of the Supervisory Board.

- (19) The Company is represented by two members of the Management Board or by one member of the Management Board acting jointly with a holder of a commercial power of attorney (*Prokurist*).
- (20) The Supervisory Board may grant exemption from the prohibition of multiple representation pursuant to section 181 case 2 German Civil Code (*Bürgerliches Gesetzbuch - BGB*) to all or individual members of the Management Board in general or in individual cases; section 112 AktG remains unaffected.

IV. Supervisory Board

Art. 8 Composition, Appointment, Term of Office, Resignation from Office

- (21) The Supervisory Board of the Company shall comprise eight members, insofar as another number of members is not mandatorily required according to legal provisions.
- (22) ProCredit Staff Investment GmbH & Co. KG is entitled to appoint one member of the Supervisory Board as long as ProCredit Staff Investment GmbH & Co. KG is a shareholder of the Company and there is no employee representation on the Supervisory Board of the Company pursuant to statutory provisions.
- (23) Zeitinger Invest GmbH is entitled to appoint one member of the Supervisory Board, as long as Zeitinger Invest GmbH holds in excess of 15% of the Company's total number of issued shares. However, if the shareholding falls short of the quota for only a temporary period of no more than three months, the right to appoint one member shall merely be suspended and shall re-apply if the number of shares required to reach the quota is acquired again within the three-month period. Zeitinger Invest GmbH shall only appoint someone who at the time of the appointment and during its entire term meets the following criteria cumulatively:
 - (a) The person has (i) a sound knowledge of banking including sufficient knowledge of financial analysis and risk aspects of banking; (ii) a good understanding of and interest in the ProCredit Group's core business; (iii) the time and interest to travel to the region to understand and access the operations of the ProCredit subsidiaries, and ideally a seat on at least one supervisory board of a subsidiary; and (iv) a good understanding of and interest in development finance and sustainability aspects.
 - (b) The person has not yet reached the age of 75 years.

- (c) The person (i) is not a member of the managing body of Zeitinger Invest GmbH and (ii) is not subject to a material – and not merely temporary – conflict of interest.
- (24) Provided that the General Meeting does not adopt a resolution stipulating otherwise, the members of the Supervisory Board shall be appointed to a term of office which shall end when the General Meeting ends which votes on whether to ratify the acts of the Supervisory Board during the fourth financial year after the beginning of the term of office. The financial year in which the term of office begins shall not be counted.” Members may be re-elected to the Supervisory Board.
- (25) A by-election for a member of the Supervisory Board who is leaving prior to the expiration of their term of office shall be held for the remainder of the term of office of the departing member, unless the General Meeting determines the term of office of the successor otherwise.
- (26) The General Meeting may elect substitute members at the same time. These substitute members shall take the place, in the order determined at the time of the election, of members of the Supervisory Board who depart before the expiry of their regular term of office. If a substitute member takes the place of the departed member, their office shall expire at the end of the General Meeting at which a by-election is held in accordance with (25) above, but at the latest at the end of the term of office of the departed supervisory board member. If the substitute member who departed as a result of a by-election was appointed for several Supervisory Board members, their position as substitute member shall be revived.
- (27) Any member of the Supervisory Board and any substitute member may resign, also without cause, from their office if they give four weeks’ prior notice of their intention to do so. The declaration announcing the resignation shall be submitted in writing to the Management Board with a notification to the Chair of the Supervisory Board or, if the Chair intends to resign, to their Deputy. The Chair of the Supervisory Board or, if the Chair intends to resign, their Deputy may shorten or waive the notice period. The right to resign from office for cause remains unaffected by this provision.
- (28) The provisions in paragraphs (24) to (27) apply mutatis mutandis to the members of the Supervisory Board who are appointed pursuant to paragraph **Error! Reference source not found.** or (23).

Art. 9 Chair and Deputy Chair

- (29) The Supervisory Board shall elect a Chair and a Deputy Chair from among its members at a meeting without special notice following the General Meeting at which

the members of the Supervisory Board have been appointed. The Chair and Deputy Chair shall serve for the duration of their terms of office as members, unless the Supervisory Board has set a shorter duration.

- (30) If the Chair or the Deputy Chair leaves office prior to the end of their term of office, the Supervisory Board must immediately elect a replacement for the remainder of the term of office of the departing individual.

Art. 10 Article 10 Convocation and Resolutions

- (31) The Supervisory Board shall as a general rule hold a meeting each quarter of the calendar year, with at least two meetings during each half of the calendar year being mandatory. Furthermore, meetings must also be held if required by law or if otherwise deemed to be in the interest of the Company.
- (32) The Supervisory Board shall be convened by the Chair of the Supervisory Board. In all other respects, the statutory provisions and rules of procedure for the Supervisory Board shall apply.
- (33) A meeting of the Supervisory Board shall be regarded as constituting a quorum if all of the members are invited in a due and proper manner and at least half of the total number of members participate in the voting.
- (34) To the extent that the applicable laws do not set mandatory provisions stipulating otherwise, resolutions of the Supervisory Board are passed with a simple majority of the votes cast.
- (35) The Chair of the Supervisory Board is authorised to issue, in the name of the Supervisory Board, the manifestations of intent which are required in order to carry out resolutions of the Supervisory Board. Only the Chair of the Supervisory Board is authorised to accept manifestations of intent directed to the Supervisory Board.

Art. 11 Remuneration, Reimbursement of Expenses and Insurance Cover

- (36) The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 20,000.00 (in words: ten thousand euros). The Chair shall receive a fixed annual remuneration of EUR 60,000.00 (in words: thirty thousand euros) and the Deputy Chair shall receive a fixed annual remuneration of EUR 30,000.00 (in words: thirty thousand euros).
- (37) For membership in the Risk and Audit Committee, the members of the Supervisory Board shall receive annual remuneration of EUR 5,000.00 (in words: five thousand euros) in addition to their basic remuneration, and the Chair of the Risk and Audit

Committee shall receive annual remuneration of EUR 10,000.00 (in words: ten thousand euros) in addition to their basic remuneration. For membership in in further committees formed by the Supervisory Board, the members of the Supervisory Board shall receive annual remuneration of EUR 2,500.00 (in words: two thousand five hundred euros) in addition to their basic remuneration, and the Chair of the respective committee shall receive annual remuneration of EUR 5,000.00 (in words: five thousand euros) in addition to their basic remuneration.

- (38) For every meeting of the Supervisory Board that they attend, the members of the Supervisory Board shall receive an attendance fee of EUR 500.00 (in words: five hundred euros). For every meeting of the Risk and Audit Committee that they attend, the members of the Risk and Audit Committee shall receive an attendance fee of EUR 1,000.00 (in words: one thousand euros). For every meeting of a further committee formed by the Supervisory Board that they attend, the members of the respective committee shall receive an attendance fee of EUR 500.00 (in words: five hundred euros). Members who participate in the committees via telephone or video conference or using other comparable common means of telecommunication shall also be entitled to attendance fees. In the event that several meetings of the Supervisory Board and/or its committees take place on one calendar day, the attendance fee shall be paid only once.
- (39) Remuneration shall become due at the end of the financial year in which the Supervisory Board member was active. If members of the Supervisory Board begin or end their term of office in the course of a financial year, they receive the remuneration on a pro rata basis. This shall apply analogously if a member of the Supervisory Board takes over or resigns from a position entitling them to additional compensation. Pro rata remuneration for committee activities requires that the committee concerned has met during the relevant period in order to perform its duties.
- (40) The members of the Supervisory Board shall be reimbursed for expenses incurred in connection with the performance of their duties, including any value added tax which may apply.
- (41) For the execution of Supervisory Board activities, the Company shall provide the members of the Supervisory Board with insurance cover (D&O insurance).

Art. 12 Internal Rules of Procedure

The Supervisory Board shall, in accordance with the statutory regulations and the provisions of these Articles of Association, create for itself a set of Internal Rules of Procedure.

Art. 13 Committees

The Supervisory Board may form committees drawn from among its own members, subject to the provisions of the applicable laws. The tasks, scope of authority and procedures of the committees are determined by the Supervisory Board. To the extent legally permissible, the Supervisory Board may also delegate decision-making powers to the committees.

Art. 14 Changes to the Wording of the Articles of Association

The Supervisory Board is authorised to make changes to the Articles of Association which affect only their wording.

V. General Meeting

Art. 15 Location and Convening of Meeting

- (42) The General Meeting shall be held at the registered office of the Company, or at a German stock exchange, or in another major German city with more than 100,000 inhabitants, or at the premises of ProCredit Academy GmbH in Fürth/Odenwald, District of Weschnitz.
- (43) The General Meeting is convened by the Management Board subject to the statutory convening rights of the Supervisory Board and a minority of shareholders.
- (44) The General Meeting must, unless the law permits a shorter period of notice, be called at least 30 days before the last day by which the shareholders must have registered to participate, as set forth in Article 16 of the Articles of Association. The day on which the meeting is called and the last day of the registration period shall not be counted.

Art 16. Participation

- (45) Only shareholders who have been registered in a timely manner and for the shares registered in the share ledger shall be entitled to participate and vote in the General Meeting.

- (46) Registration must have been received by the Company, using the address indicated for this purpose in the convocation for the General Meeting, at least six days prior to the General Meeting. The Management Board may provide for a shorter registration period, to be measured in days, in the convocation of the General Meeting. The date of the General Meeting and the day on which the registration is received shall not be counted. Registration must be performed in text form using either German or English. The Management Board may provide in the convocation of the General Meeting that deletions from and new entries in the share register shall not be made on the day of the General Meeting and in the last up to six days preceding the day of the General Meeting.

Art. 17 Virtual General Meeting

- (47) The Management Board is authorised to provide that General Meetings that take place up to and including 31 August 2025 can be held without physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting).
- (48) If a virtual General Meeting is held, the members of the Supervisory Board may also participate by means of audiovisual transmission; however, this does not apply to the Chair of the Meeting if they are a member of the Supervisory Board.
- (49) All provisions of the Articles of Association relating to General Meetings, including § 1(54), shall apply to the virtual General Meeting, unless the law or these Articles of Association expressly provide otherwise.

Art. 18 Exercising of Voting Rights

- (50) Every ordinary share confers one vote at the General Meeting.
- (51) Voting rights may be exercised through a power of attorney. The granting of a power of attorney, its revocation and the proof of authority must be made in text form; section 135 AktG remains unaffected. In the convocation of the General Meeting, it may be decided to relax the form requirement.
- (52) The Management Board is authorised to allow shareholders to cast their votes in writing or through electronic means, even without participating in the Meeting (remote voting).

Art. 19 Chair of the General Meeting

- (53) The General Meeting is chaired by the Chair of the Supervisory Board, or by another member of the Supervisory Board as chosen by the Chair of the Supervisory Board.

In the event that neither the Chair of the Supervisory Board nor the other Member of the Supervisory Board chosen by the Chair of the Supervisory Board assume the role of Chair, then a meeting spokesperson (*Versammlungsleiter*) may be appointed by the Supervisory Board.

- (54) The Chair directs the proceedings of the General Meeting, decides the order in which the agenda items are to be handled and decides on the type and form of voting. The Chair may set reasonable limits on the time allotted to shareholders for questions and statements. The Chair may authorise the partial or complete audiovisual transmission of the procedures of the General Meeting. The transmission may also be undertaken in a manner which permits unrestricted public access.

Art. 20 Resolutions of the General Meeting and Minutes

The resolutions of the General Meeting shall, unless otherwise stipulated by law or the Articles of Association, be passed by a simple majority of the votes cast, or, if a majority of shares is required by law, by a simple majority of the share capital represented at the time of the resolution.

VI. Financial Reporting

Art. 21 Annual Financial Statements

- (55) (1) Within the legally prescribed time limit after the end of the financial year, the Management Board shall prepare, to the extent required by law, the annual consolidated and unconsolidated financial statements and management reports for the preceding financial year and submit these without delay to the Supervisory Board and the auditor. At the same time, the Management Board shall submit to the Supervisory Board a proposal it intends to submit to the General Meeting for the allocation of unappropriated earnings [*Bilanzgewinn*].
- (56) If the Management Board and the Supervisory Board adopt the annual financial statements, they may allocate amounts up to half of the annual net profit to other retained earnings. In addition they are authorised to transfer further amounts of up to 100% of the annual net profit to other retained earnings as long as and insofar as that the other retained earnings do not exceed half of the share capital and would not exceed this amount even after the transfer and insofar as the remaining unappropriated earnings [*Bilanzgewinn*] do not fall below 4% of the share capital.

VII. Final Provisions

Art. 22 Severability clause

Should any provision of these Articles of Association prove to be fully or partially null or void, should any provision become invalid or unenforceable at any point in the future or should any provision be missing, the remaining provisions of these Articles of Association shall remain unaffected. Insofar as legally possible, an appropriate provision which comes as close as possible to capturing the aim and purpose of these Articles of Association shall take the place of the invalid or missing provision.

Art. 23 Costs Associated with the Incorporation and Conversion of the Company

- (57) The Company shall bear the costs arising in connection with the incorporation of the Company, in particular legal costs and notary fees as well as publishing costs of up to DM 30,000.00 (plus VAT).
- (58) The Company shall bear the costs arising in connection with its conversion from ProCredit Holding AG to ProCredit Holding AG & Co. KGaA in the total amount of approximately EUR 415,000.00 (plus VAT).
- (59) The Company shall bear the costs arising in connection with its conversion from ProCredit Holding AG & Co. KGaA to ProCredit Holding AG (in particular notary and court fees, publication costs, taxes, audit or consulting fees) up to an amount of EUR 1,500,000.00.

VII.

Information on candidates proposed for election to the Supervisory Board **(agenda item 11)**

Rainer Ottenstein

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

Professional history

- 2013 – 2016 Group Services; Senior Project Manager, Commerzbank AG, Frankfurt am Main, Germany
- 2010 – 2012 Member of the Management Board (Operations) of Commerzbank Auslandsbanken Holding AG, Frankfurt am Main, Germany.
- 2008 – 2012 Member of the Management Board of Central and Eastern European Holding (Country Responsibilities and Operations), Commerzbank AG, Frankfurt am Main, Germany
- 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, Germany
- 1990 – 1995 Expert in the Corporate Strategy Department, Commerzbank AG, Frankfurt am Main, Germany
- 1987 – 1990 Head of the Gaggenau branch, Commerzbank AG, Frankfurt am Main, Germany
- 1984 – 1990 Trainee Programme, Commerzbank AG, Frankfurt am Main, Germany

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:

- Member 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 the areas of risk management and operations as well as strategy planning and implementation

Dr H.P.M. (Ben) Knapen

- Place of residence: Amsterdam
- Date of birth: 6 January 1951
- Nationality: Netherlands

Professional history

- Sept. 2021 – mid Jan. 2022 Interim Foreign Minister of the Kingdom of the Netherlands
- 2019 – June 2023, Parliamentary leader of the Christen-Democratisch Appèl (CDA), Senate (1st Chamber), Netherlands
- Member of the Dutch Senate (1st Chamber) for the Christian-Democrat Appèl (CDA) party
- 2014 Chair of the Christian-Democratisch Appèl (CDA) Programme Committee during the European Parliament elections
- 2013 – 2016 Director with General Power of Attorney (Director-General) of the European Investment Bank
- 2010 – 2012 State Secretary for Foreign Affairs – European Affairs and Development Cooperation
- 2008 – 2010 Member of the Scientific Council for Government Policy, Kingdom of the Netherlands
- 2008 – 2010 Endowed Professor for Media and Quality at Radboud University, Nijmegen, Netherlands
- 1999 – 2006 Member of the Board (Book Division) of PCM Publishers (now part of De Persgroep Nederland), Netherlands
- 1977 – 1999 and 2006 – 2008 Editorial and correspondent activities for the NRC Handelsblad Internationaal, Netherlands

Education

- Advanced studies, financial and operational accounting, Catholic University of Tilburg, Tilburg, Netherlands
- PhD (Arts), Catholic University of Nijmegen, Nijmegen, Netherlands
- Scholarship, International Economics, Fletcher School of Law and Diplomacy Medford/Somerville, USA
- Studies and PhD, Modern History, Catholic University of Nijmegen, Nijmegen, Netherlands

Mandates

Statutory supervisory boards and similar bodies:

- Chairman of the Supervisory Board of Leiden Asia Centre
- Chairman of the Novamedia Continuities Foundation
- Member of the Supervisory Board of ProCredit Bank (Bulgaria) EAD

Relevant knowledge, skills and professional experience

Knowledge of international relations, experience in working with international financial institutions, investor relations, marketing and communications, competence in negotiating with international financial and EU institutions

Helen Alexander

- Place of residence: Potsdam
- Date of birth: 21 June 1962
- Nationality: German and British

Professional history

- 2019 – 2023, Member of the Investor Relations team part-time, ProCredit Holding AG & Co. KGaA, Frankfurt am Main, Germany
- 2017 – 2019, Group Compliance Officer, ProCredit Holding AG & Co. KGaA, Frankfurt am Main, Germany
- 2011 – 2017, Member of the Management Board of ProCredit General Partner AG, the general partner of ProCredit Holding AG & Co. KGaA, Frankfurt am Main, Germany
- 2001 – 2011, Member of the Management Board of ProCredit Holding AG (formerly: Internationale Micro Investitionen (IMI) AG), Frankfurt am Main, Germany
- 2001, Assistant to the Management, Internationale Micro Investitionen (IMI) AG, Frankfurt am Main, Germany
- 2000 – 2001, Vice President, Business Development, Inaltus.com, London, United Kingdom
- 1997 – 2000, Senior Consultant, Bain & Company, Inc. UK, London, United Kingdom
- 1993 – 1996 Director, Helen Alexander & Associates, Canberra, Australia, in particular in her capacity as National Landcare Facilitator: Adviser to the Prime Minister and two cabinet ministers on rural economic development and natural resource management
- 1991 – 1993, Co-founder and Campaign Manager, Sustainable Agriculture, Food and Environment (S.A.F.E.) Alliance (now: Sustain), London, United Kingdom, and Brussels, Belgium
- 1984 – 1986, Press Officer, Intermediate Technology Development Group (ITDG), London, United Kingdom

Education

- 1991, Doctoral Programme (not completed due to taking up full-time employment), Imperial College, University of London, London, United Kingdom
- 1989, B.Sc. in Biology (with First Class Honours), Imperial College, University of London, London, United Kingdom

Mandates

Statutory supervisory boards and similar bodies:

- None

Relevant knowledge, skills and professional experience

Long-standing member of the management team of ProCredit Holding, approved by the German banking supervisory authorities, profound knowledge of markets, banks, business model and risk management strategies of the ProCredit group.

Extensive experience in development finance at the ProCredit group and in relation to sustainable natural resource management, for example in her role as National Landcare Facilitator in Australia, strengthening analysis and advisory skills on the impacts and ESG aspects of corporate strategy.

Previous leadership responsibility for financial reporting and group audit and highly relevant accounting and auditing expertise.

Recent investor relations experience and lead role in the listing of ProCredit Holding's shares underscore her ability to effectively oversee capital markets aspects of the Company's strategy.

As Compliance Officer of the ProCredit group, she has extensive relevant experience with the European and German legal framework for banks, including the German Banking Act (KWG), the Minimum Requirements for Risk Management (MaRisk), the German Stock Corporation Act (AktG) as well as the relevant aspects of the German Securities Trading Act (WpHG) and MiFID.

Extensive experience as an independent consultant reinforces the ability to provide independent analysis and advice regarding business strategy.

Due to her professional background, Helen Alexander possesses a great deal of pertinent expertise, particularly in the fields of accounting and the auditing of financial statements (sections 278 (3) and 100 (5) German Stock Corporation Act).

Jovanka Joleska Popovska

- Place of residence: Skopje, North Macedonia
- Date of birth: 24 July 1972
- Nationality: North Macedonian

Professional history

- April 2021 – today, Chair of the Supervisory Board of ProCredit Bank AD, North Macedonia
- 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 Macedonia DOO, North Macedonia
- 1997 – 1999, Audit Assistant, KPMG Macedonia DOO, North Macedonia

Education

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

Mandates

Statutory supervisory boards and similar bodies:

- Chair of the Supervisory Board of ProCredit Bank AD, North Macedonia
- Member 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.

Due to her professional background, Jovanka Joleska Popovska has both expertise in the field of accounting and expertise in the field of auditing (sections 278 (3) and 100 (5) German Stock Corporation Act).

Dr Jan Marcus Schroeder-Hohenwarth

- Place of residence: Cologne, Germany
- Date of birth: 17 July 1967
- Nationality: German

Professional history

- 2022 – today, Founder/owner SHW Consulting UG, Cologne, Germany
- 2018 – 2022, Director of Special Operations, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 2016 – 2017, Vice President of Special Operations, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 2015 – 2016, Co-Head of the DEG Business Strategy Realignment Project, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 2014 – 2015, Director of Equity/Mezzanine Asia and Europe, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 2012 – 2014, Director of the Europe/Central Asia/Middle East Department, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 2007 – 2012, Senior Banker, Corporate Recovery Department, European Bank for Reconstruction and Development (EBRD) London, United Kingdom
- 2002 – 2007, Vice President of Special Operations, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 1997 – 2000, Investment Manager West and Central Africa/Near and Middle East, DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH (KfW Group), Cologne, Germany
- 1996 – 1997, Marketing Representative Commercial Real Estate, BfG Bank AG Frankfurt am Main, Germany
- 1995 – 1996, Commercial real estate loan officer, BfG Bank AG Cologne
- January – December 1994, Trainee, BfG Bank AG, Cologne/Frankfurt am Main, Germany

Education

- Since 2023, Certificate in Corporate Governance, Institute of Directors (IoD), United Kingdom
- 2000 – 2002, Ph.D. in Economics, University of Cologne, Germany
- January – December 1997, Real Estate Economics (EBS), European Business School Oestrich-Winkel, Germany

- 1990 – 1993, Degree in Economics, University of Cologne, Germany

Mandates

Statutory supervisory boards and similar bodies:

- None

Relevant knowledge, skills and professional experience

Highly qualified banker with extensive experience in Eastern Europe, Asia and Africa. Expert in redevelopment and restructuring. Many years of experience as a board member in various sectors and regions. Proven leadership skills, highly developed communication skills. Proficient in the field of multilateral/bilateral development finance institutions. Ph.D. in Economics.

Nicholas Tesseyman

- Place of residence: Thaxted, United Kingdom
- Date of birth: 15 March 1968
- Nationality: British

Professional history

- 2022 – Self Employed Non-Executive Director
- 2018 – 2022, Chief Operating Officer and Secretary of Christ's Hospital School, Christ's Hospital, Horsham, United Kingdom
- 2008 – 2018, Managing Director, Financial Institutions Business Group, European Bank for Reconstruction and Development (EBRD), London, United Kingdom
- April – August 2008, Director, Head of Financial Institutions, Russia and CIS, Standard Bank Plc, London, United Kingdom
- 2006 – 2008, Director, Financial Institutions Group - Investment Banking Division, Merrill Lynch International, London, United Kingdom
- 1996 – 2006, Associate Banker, Principal Banker, Senior Banker, Deputy Director in the Financial Institutions Division, European Bank for Reconstruction and Development (EBRD), Moscow, Russia (from 2000)
- 1994 – 1996, Small Loan Programme Manager, South Shore Bank, Moscow and Nizhny Novgorod, Russia
- 1993 – 1994, Head of Structured Finance, Export and Projects, Barclays De Zoete Wedd, London, United Kingdom
- 1991 - 1993, Leadership Development Programme, Barclays Bank PLC, London, United Kingdom

Education

- 1986 – 1990, First Class Honours BA in Modern Languages, Brasenose College, Oxford University, United Kingdom
- 1979 – 1985, A-Levels in Russian (A), French (A), and History (C), Manchester Grammar School, United Kingdom

Mandates

Statutory supervisory boards and similar bodies:

- Member of the Advisory Board of Da Vinci Emerging Technologies Fund III
- Independent Director, Chair of the Credit Committee of the Board of Directors, Member of the Risk Committee, the Transformation Committee and the Nomination and Remuneration Committee of First Bank Romania

- Independent Director, Chair of the Audit Committee and Member of the Risk Committee of Eurobank Private Bank Luxembourg

Relevant knowledge, skills and professional experience

International banker and development finance specialist, most recently serving as a Chief Operating Officer in the education sector. Strong awareness of governance, sustainability and inclusion issues. Committed leader, able to achieve results with multidisciplinary and multicultural teams. Experience dealing with various stakeholders, including shareholders and governments. Extensive experience on supervisory boards in various countries. Supporter and promoter of social justice and mobility through work with charitable and educational organisations.

VIII.

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. At the time of the convocation of the meeting, the Company holds none of its own shares.

2.

Requirements for attending the General Meeting, exercising voting rights, and the exercise of other shareholder rights at the General Meeting

Only those shareholders who are registered in the share register and who have registered for the General Meeting in due time are entitled to attend the General Meeting, to exercise their voting rights and to exercise other shareholder rights at the General Meeting (article 19 (1) of the Articles of Association of the Company). The registration must be received by the Company in text form in German or English **at the latest by midnight (24:00 hours CEST) on 29 May 2023** at one of the following addresses:

ProCredit Holding AG & Co KGaA
c/o Computershare Operations Center
80249 München

or by e-mail: anmeldestelle@computershare.de

When registering, the shareholders may use the registration forms included with this invitation. Upon receipt of each registration, the registration service provider issues tickets to the shareholder, enabling them to participate in the General Meeting, as well as a form for granting proxies and authorising the exercise of voting rights. In order to ensure that the tickets are received on time, the shareholders are asked to submit the registration as early as possible. Unlike the registration process, however, the tickets are not a precondition for attendance; they merely simplify the preparation and conduct of the General Meeting. We ask for your understanding that a maximum of two tickets can be issued per shareholder.

Intermediaries (in particular credit institutions), shareholders' associations, voting rights advisers and other persons treated as such in accordance with sections 278 (3) and 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.

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 (sections 278 (3) and 67 (2) sentence 1 AktG). The status of registration in the share register on the day of the General Meeting is decisive for determining the right to participate and the number of votes. This will correspond to the position at midnight on 29 May 2023 (24:00 hours CEST) (the "Technical Record Date"), because for organisational reasons there will be a freeze on the transfer of shares from 30 May 2023, 00:00 hours CEST, until 5 June 2023, 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 with effect after the General Meeting has 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 interest, any requests for entries to be made.

3. Exercise of voting rights by granting of power of attorney to the voting representatives appointed by 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 may not exercise voting rights according to their own discretion. The voting representatives will abstain from voting on resolutions 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 may use the power of attorney and instruction form, which is sent together with the registration form and the tickets, to authorise the Company's voting

representatives who will then be bound by your instructions. 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 the following address:
ProCredit Holding AG & Co. KGaA,
c/o Computershare Operations Center,
80249 München, **or**
- by e-mail to: anmeldestelle@computershare.de

by midnight on 4 June 2023 (24:00 hours CEST) at the latest. The date of receipt by the Company determines the validity of the granting, amendment and/or revocation of the power of attorney and/or instruction.

Further information on granting power of attorney and issuing instructions to the Company's voting representatives will be sent to shareholders together with the registration form and the tickets.

4.

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 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 sections 278 (3) and 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 text form (section 126b BGB) if no power of attorney is granted in accordance with sections 278 (3) and 135 AktG. When authorising third parties/proxies to exercise voting rights in accordance with sections 278 (2) and 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 sections 278 (3) and 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 sections 278 (3) and 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 sections 278 (3) and 135 (8) AktG and who represent a majority of shareholders are recommended to contact the shareholder hotline or the registration office at the address given below 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 sections 278 (3) and 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, proof of granting power of attorney to the Company is required in text form). The power of attorney to the Company or proof thereof (e.g. copy or scan of the power of attorney) must be submitted to the Company

- by post to the following address:
ProCredit Holding AG & Co. KGaA,
c/o Computershare Operations Center,
80249 München, **or**
- by e-mail to: anmeldestelle@computershare.de

by midnight on 4 June 2023 (24:00 hours 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 registration form and the ticket. It can also be downloaded from the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

Further instructions on granting power of attorney to third parties will be sent to shareholders together with the registration form and the tickets.

5.

Further information on the exercise of voting rights

If conflicting declarations are received via different transmission channels and it is not clear which one was submitted last, they will be considered in the following order: 1. Pursuant to section 278 (3), section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation (EU) 2018/1212); 2. by e-mail; 3. by letter.

Should declarations with more than one form of exercising voting rights be received via the same channel and it is not clear which one was submitted last, the following will apply: The granting of power of attorney and instructions to the Company's voting representatives takes precedence over the granting of power of attorney and instructions to an intermediary, a shareholders' association, a voting rights adviser pursuant to sections 278 (3) and 134a AktG and a person equivalent to these pursuant to sections 278 (3) and 135 (8) AktG.

If an intermediary, a shareholders' association, a voting rights adviser pursuant to sections 278 (3) and 134a AktG and a person equivalent to these pursuant to sections 278 (3) and 135 (8) AktG are not willing to act as a representative, the Company's voting representatives shall be authorised to act as representatives in accordance with the instructions.

If an individual vote is held on an agenda item instead of a collective vote, the instruction issued on this agenda item shall be deemed to apply accordingly to each individual item put to the vote.

The votes cast by authorised representative/proxy and, if applicable, instructions on agenda item 2 (utilisation of unappropriated earnings [*Bilanzgewinn*]) shall remain valid even in the event of an adjustment to the proposal on the utilisation of unappropriated earnings as a result of a change in the number of shares carrying dividend rights.

6.

Information on the rights of shareholders

6.1 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 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 5 May 2023** at one of the following addresses:

ProCredit Holding AG & Co KGaA
ProCredit General Partner AG
Management Board
Annual General Meeting 2023
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. Sections 278 (3) and 70 AktG shall apply when calculating the period of share ownership. Sections 278 (3) and 121 (7) AktG shall also be applied accordingly.

Additions to the agenda which are subject to disclosure shall, unless announced with the notice of convocation the General Meeting, be published in the Federal Gazette immediately upon receipt of the request and in the same manner as the convocation. They are also published on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>.

and communicated to the shareholders pursuant to sections 278 (3) and 125 (2) and (1) sentence 3 AktG.

Counter-motions and nomination proposals pursuant to sections 126 (1), 127, and 278 (3) AktG

Shareholders may make counter-motions against resolution proposals of the General Partner and/or Supervisory Board of the Company with respect to individual agenda points and submit nomination proposals for elections appearing on the agenda, which will be made available by the Company prior to the General Meeting subject to the conditions described below.

Counter-motions (including grounds) and election proposals that are to be made accessible must be sent in text form to one of the following addresses:

ProCredit Holding AG & Co KGaA
ProCredit General Partner AG
Management Board
Annual General Meeting 2023
Rohmerplatz 33-37
60486 Frankfurt am Main

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

It will not be possible to consider counter-motions and nomination proposals addressed in any other manner. Grounds must be provided for counter-motions; this does not apply to nomination proposals.

Counter-motions for which grounds have been provided and nomination proposals will only be taken into consideration if received the address above by **midnight (24:00 hours CEST) on 21 May 2023** 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 grounds 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 sections 278 (3) and 126 (2) AktG are met, for instance, because a counter-motion or nomination proposal would result in a resolution of the General Meeting being illegal or in violation of the Articles of Association. The grounds for a counter-motion need not be made available if it consists of more than 5,000 characters in total.

In addition to the grounds listed in sections 278 (3) and 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) (sections 278 (3) and 127 sentence 3 in conjunction with section 124 (3) sentence 4 AktG) and/or does not include the information required pursuant to sections 278 (3) and 125 (1) sentence 5 AktG.

The right of each shareholder to submit counter-motions to any of the agenda items and make election nominations during the General Meeting, even without prior due notice having been given to the Company, shall remain unaffected.

Please note that it shall only be possible to put counter-motions (including grounds) and election nominations proposed by shareholders to the vote if they are made during the General Meeting, even when these have been submitted in advance to the Company in a timely manner.

6.3 Right of the shareholder to information pursuant to sections 131 (1) and 278 (3) AktG

Each shareholder or shareholder's representative may, at the General Meeting, request information on matters relating to the Company, provided that such information is required for a proper evaluation of an item of the agenda. The duty to provide information shall also extend to the Company's legal and business relations with an affiliated enterprise, and to the situation of the group and the companies falling within the scope of its consolidated financial statements.

Requests for information in the General Meeting shall, as a rule, be made verbally during discussions. The General Partner may refuse to provide information if one of the reasons set forth in sections 131 (3) and 278 (3) AktG applies.

6.4 Additional information on the rights of shareholders

Additional information on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127, 131 (1) and 278 (3) AktG can be found on the Company's website at the following address:

<https://procredit-holding.com/investor-relations/general-meetings/>

7.

Information and documentation regarding the General Meeting

This notice of convocation of the General Meeting, together with the further details and explanations required by law, including the information pursuant to sections 278 (3) and 124a AktG, the information pursuant to section 278 (3) and 125 AktG in conjunction with the Implementing Regulation (EU) 2018/1212, as well as the original German language version and further information relevant to the General Meeting, are available on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

from the time the convocation of the General Meeting is announced.

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

Voting results will be made available after the General Meeting on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

8.

UTC times

All times are given in Central European Summer Time (CEST), which is the standard time in Germany. Coordinated universal time (UTC) corresponds to CEST minus two hours.

9.

Binding nature of the votes

The scheduled votes on agenda items 1 to 5 and 8 to 11 are binding. The scheduled votes on agenda items 6 to 7 are recommendatory in character. Shareholders may vote “yes” (for), “no” (against) or abstain from voting (abstention) on all votes.

10.

Information on data protection

In the preparation of the Annual Germany Meeting, the Company processes the personal data of its shareholders and, as applicable, shareholder representatives.

These data include in particular name, place of residence or address, any e-mail address, the respective share holding, entry ticket number and any proxies issued. Depending on the situation, further personal data may also be considered.

Responsible person, purpose und legal basis

The Company is the party responsible for processing the data. The purpose of data processing is to enable the shareholders and shareholder representatives to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis for data processing is provided by Art. 6 (1) sentence 1(c) GDPR.

Recipients

In connection with its General Meeting, the Company commissions various service providers and consultants. These parties receive from the Company only the personal data which is required for the performance of their respective contractual duties. The service providers and consultants process said data exclusively in accordance with the instructions issued by the Company. Furthermore, personal data are only made available to the shareholders and shareholder representatives as set forth in the legal requirements; namely, via the list of participants.

Storage duration

Personal data are stored for the period permitted by law or as long as the Company maintains a justified interest in their storage, e.g. in the case of judicial or extrajudicial disputes resulting from the Annual General Meeting. The personal data are subsequently deleted.

Rights of data subjects

Pursuant to III GDPR, given certain legal requirements you shall, with respect to your personal data and its processing, have the right to access, to rectification, to restriction, to object, to erasure, and to data portability. Moreover, you have the right to lodge a complaint with data protection supervisory authorities pursuant to Art. 77 (GDPR).

Contact data

The contact information for the Company is:

ProCredit Holding AG & Co KGaA
Rohmerplatz 33-37
60486 Frankfurt am Main

Our Data Protection Officer can be reached at:

pch.datenschutz@procredit-group.com

Frankfurt am Main, April 2023

ProCredit Holding AG & Co. KGaA

the General Partner

ProCredit General Partner AG

Ms Sandrine Massiani Christian Dagrosa

Dr Gian Marco Felice Hubert Spechtenhauser