



**Election Proposal A**  
**as well as**  
**Statement of the Supervisory Board**  
**on agenda item 9.2**

of the General Meeting of  
ProCredit Holding AG  
on 4 June 2024

**English Translation of Election Proposal to be Found on Pages 4 et seq.**

ProCredit Holding AG  
Frankfurt am Main  
ISIN DE0006223407  
WKN 622340

An  
ProCredit General Partner AG als persönlich haftende Gesellschafterin der  
ProCredit Holding AG & Co. KGaA  
Rohmerplatz 33-37  
60486 Frankfurt am Main  
Deutschland

Zürich, 18. Mai 2023

## **Ordentliche Hauptversammlung der ProCredit Holding AG & Co. KGaA am 4. Juni 2024 Wahlen zum Aufsichtsrat**

Sehr geehrte Damen und Herren,

wir, die responsAbility Global Micro and SME Finance Fund (vertreten durch die MultiConcept Fund Management S.A.), sind Aktionärin der ProCredit Holding AG & Co. KGaA (die **Gesellschaft**). Wir sind derzeit mit 691.594 Aktien an der Gesellschaft beteiligt, sind im Aktienregister der Gesellschaft eingetragen und werden dies bis zum Tag der ordentlichen Hauptversammlung der Gesellschaft am 4. Juni 2024 auch bleiben. Wir beabsichtigen, uns fristgemäß bis zum 28. Mai 2024, 24:00 Uhr (MESZ) zur Hauptversammlung anzumelden und unsere Aktionärsrechte auszuüben.

Durch Veröffentlichung im Bundesanzeiger am 24. April 2024 haben Sie die ordentliche Hauptversammlung der Gesellschaft für den 4. Juni 2023 einberufen.

Punkt 9 der Tagesordnung sieht die Neuwahl von zwei Aufsichtsratsmitgliedern vor, einschließlich von Frau Berna Ülman (Punkt 9.2 der Tagesordnung).

### **Wahlvorschlag:**

Wir schlagen vor, anstelle der unter Punkt 9.2 der Tagesordnung genannten Frau Ülman,

Herrn Andreas Klingen,  
Banker, Berlin

für die Zeit vom Ende der Hauptversammlung bis zur Beendigung der Hauptversammlung, die über die Entlastung für das Geschäftsjahr 2028 beschließt, in den Aufsichtsrat zu wählen.

Herr Klingen ist Mitglied in folgenden anderen gesetzlich zu bildenden Aufsichtsräten und vergleichbaren in- und ausländischen Kontrollgremien von Wirtschaftsunternehmen:

- NEPI Rockcastle N.V., Amsterdam (The Netherlands) (börsennotiert): Vorsitzender der unabhängigen nicht-geschäftsführenden Mitglieder des Vorstands (*Lead Independent Non-Executive Director of the Board of Directors*), Vorsitzender (*Chairman*) des Prüfungsausschusses (*Audit Committee*), Mitglied des Nachhaltigkeitsausschusses (*Sustainability Committee*) und des Nominierungsausschusses (*Nomination Committee*); und

- Kyrgyz Investment and Credit Bank, Bishkek (Kyrgyz Republic): Mitglied des Board of Directors, Mitglied des Prüfungsausschusses (*Audit Committee*) und des Nominierungsausschusses (*Nomination Committee*).

Ein Lebenslauf mit weiteren Angaben zum beruflichen Werdegang von Herr Klingen und seinen beruflichen Qualifikationen ist beigefügt.

### **Begründung:**

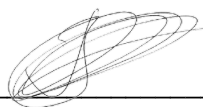
Andreas Klingen ist ein unabhängiger Berater mit einschlägiger Erfahrung als Aufsichtsratsmitglied in Banken. Er verfügt über umfangreiche Erfahrung im Bankwesen und war in leitenden Positionen bei JPMorgan und der Erste Bank tätig, wobei sein Schwerpunkt auf Mittel- und Osteuropa lag. Er war Mitglied in zahlreichen Aufsichtsräten von Banken, auch in Mittel- und Osteuropa. Herr Klingen besitzt einen MBA der Rotterdam School of Management..

Vor diesem Hintergrund schlagen wir mit Herrn Klingen einen Kandidaten zur Wahl in den Aufsichtsrat vor, der aufgrund seiner persönlichen wie fachlichen Eigenschaften ausgezeichnet dafür geeignet ist, die Aufgaben im Aufsichtsrat der Gesellschaft zu erfüllen und damit zum Erfolg der Gesellschaft beizutragen.

Herr Klingen hat bereits angekündigt, das Amt im Falle seiner Wahl anzunehmen.

Herr Klingen hat außerdem bestätigt, dass er in der Lage ist, den erforderlichen Zeitaufwand für seine Tätigkeit im Aufsichtsrat der Gesellschaft aufzubringen.

responsAbility Global Micro and SME Finance Fund,  
vertreten durch die MultiConcept Fund Management S.A.



\_\_\_\_\_  
Name: \_\_\_\_\_ Volodymyr Tspako \_\_\_\_\_

Funktion: \_\_\_\_\_ Head of PE FI \_\_\_\_\_



\_\_\_\_\_  
Name: \_\_\_\_\_ Jesus Castell \_\_\_\_\_

Funktion: \_\_\_\_\_ Haed of Legal Investments \_\_\_\_\_



To  
ProCredit General Partner AG in its capacity as general partner of  
ProCredit Holding AG & Co. KGaA  
Rohmerplatz 33-37  
60486 Frankfurt am Main  
Germany

Zurich (Switzerland), May 18, 2024

**Annual General Meeting of ProCredit Holding AG & Co. KGaA on June 4, 2024  
Election to the Supervisory Board**

Dear Sir or Madam,

We, responsAbility Global Micro and SME Finance Fund (represented by MultiConcept Fund Management S.A.), are shareholder of ProCredit Holding AG & Co. KGaA (the **Company**). We currently hold 691,594 shares in the Company, are registered with the share register of the Company and will remain so until the date of the Annual General Meeting of the Company on June 4, 2024. We intend to register for the Annual General Meeting in due time by 24:00 hrs. (CEST) on May 28, 2024 and to exercise our shareholder rights.

By publication in the Federal Gazette (*Bundesanzeiger*) on April 24, 2024 you convened the Annual General Meeting of the Company for June 4, 2024. Item 9 of the agenda provides for the individual election of two Supervisory Board members, including Ms Berna Ülman (Item 9.2 of the agenda).

**Election proposal:**

We propose to elect, instead of Ms Ülman named under item 9.2 of the agenda,

Mr Andreas Klingen,  
banker, Berlin

to the Supervisory Board for the period from the end of the Annual General Meeting until the end of the Annual General Meeting that resolves on the ratification of actions for the fiscal year 2028.

Mr Klingen is a member of the following other statutory supervisory boards and comparable domestic and foreign supervisory bodies of business enterprises:

- NEPI Rockcastle N.V., Amsterdam (The Netherlands)\*: Lead Independent Non-Executive Director, Chairman of the Audit Committee, Member of the Sustainability Committee and Nomination Committee; and
- Kyrgyz Investment and Credit Bank, Bishkek (Kyrgyz Republic): Member of Board of Directors, Member of the Audit Committee and Nomination Committee.

\* *listed entity*

Mr Klingen's curriculum vitae with further details on his professional career and his professional qualifications is attached.

### **Reasons:**

Andreas Klingen is an independent consultant and an experienced bank supervisory board member. He has extensive banking experience, having held senior executive roles at JPMorgan and Erste Bank with a strong focus on Central and Eastern Europe. He has served on numerous bank supervisory boards, including in Central and Eastern Europe. Mr Klingen holds an MBA from Rotterdam School of Management.

Against this background, we are proposing Mr Klingen as a candidate for election to the Supervisory Board, who, due to his personal and professional qualities, is excellently suited to fulfil the tasks of the Supervisory Board of the Company and thus contribute to the success of the Company.

Mr Klingen has already announced that he will accept the office if elected.

Mr Klingen has confirmed that he is able to devote the requisite amount of time to serving on the Supervisory Board of the Company.

# Andreas Klingen

Residence: Berlin, Germany

Nationality: German

## Professional Development

**Bank Advisory, Berlin, Germany** since 2015  
Independent Consultant

**Banking Strategy & Control, Berlin, Germany** since 2014  
Independent Bank Supervisor/ INED  
Qualified Board Member and Financial Expert

**Sabbatical** 2013/14

**PC Erste Bank, Kyiv, Ukraine** 2010/13  
Deputy CEO, CFO, Head of Treasury and Corporate Banking

**Erste Group Bank AG, Vienna, Austria** 2005/10  
Head of Strategic Group Development

**JPMorgan, London, United Kingdom** 1998/2005  
**Investment Banking Division, Financial Institutions**  
Senior Vice President

**Lazard, Frankfurt, Germany** 1993/98  
**Investment Banking**  
Associate

## Recent Professional Education since 2020

Fachaufsichtsrat / Financial Expert (Deutsche Börse) 2024

Cambridge Business Sustainability Management Certificate 2023

Qualifizierter Aufsichtsrat (Deutsche Börse) 2022

HarvardX Cybersecurity 2021

CEDR Accredited Mediator 2020

**Rotterdam School of Management, Rotterdam, NL** 1991/93  
Master of Business Administration

**Technische Universität, Berlin, Germany** 1984/90  
Diplom-Physiker

## Board Positions & Committees

<b>NEPI Rockcastle N.V., Amsterdam**</b> <b>The Netherlands</b> Lead Independent Non-Executive Director, AC*, SuC*, NC*	<b>since April 2019</b>
<b>Kyrgyz Investment and Credit Bank, Bishkek,</b> <b>Kyrgyz Republic</b> Member of Board of Directors, AC*, NC*	<b>since Dec 2016</b>
<b>Nova Ljubljanska banka d.d., Ljubljana, Slovenia**</b> Deputy Chairman of Supervisory Board, RC*, NC*, OC*	<b>2015/June 2023</b>
<b>Credit Bank of Moscow, Moscow, Russia**</b> Member of Supervisory Board, RC/AC*, SC*	<b>2016/Mar 2022</b>
<b>Komercijalna Banka a.d., Beograd, Serbia**</b> Member of Board of Directors, AC*	<b>2014/18</b>
<b>Open Joint Stock Company</b> <b>Commercial Bank "Center Invest", Rostov, Russia</b> Member of Board of Directors, SC*	<b>2008/13</b>
<b>Ceska sporitelna, a.s., Prague, Czech Republic**</b> Member of Supervisory Board, RC*	<b>2007/10</b>
<b>Erste Bank Hungary Nyrt, Budapest, Hungary</b> Deputy Chairman of the Supervisory Board, AC*	<b>2007/10</b>
<b>PC Erste Bank, Kyiv, Ukraine</b> Member of Supervisory Board, AC*, RC*	<b>2006/10</b>
<b>Slovenska sporitelna, a.s., Bratislava, Slovak Republic</b> Member of Supervisory Board, RC*	<b>2006/07</b>
<b>Erste Bank AD NOVI SAD, Belgrade, Serbia</b> Member/Chairman of Supervisory Board, AC*	<b>2005/10</b>
<b>Erste &amp; Steiermärkische Bank d.d., Rijeka, Croatia</b> Member of Supervisory Board, AC*	<b>2005/07</b>

\* Risk/Credit Committee (RC), Audit Committee (AC), Nomination Committee (NC), Strategy Committee (SC), Operations Committee (OC), Sustainability Committee (SuC)

\*\* listed entity



In accordance with section 126 (1) AktG, the Supervisory Board issues the following

**Statement of the Supervisory Board on the election proposal for agenda item 9.2:**

1. The Supervisory Board welcomes initiatives for strengthening the Supervisory Board and appreciates the election proposal submitted by responsAbility Global Micro and SME Finance Fund.

Nevertheless, the Supervisory Board reaffirms its proposal to elect Ms Berna Ülman to the Supervisory Board as announced in the convocation. Ms Ülman possesses extensive expert knowledge and experience in retail banking, the cards and payments business, and in the area of IT. Based on these specific qualifications, Ms Ülman brings critical and unique competencies to the Supervisory Board that are required for the group's further development of its retail strategy and its digital offering. This is particularly important in light of the Company's revised business strategy, which builds on advancements in IT to support business growth, especially in the retail sector. Ms Ülman has held senior positions at Visa Europe and Visa International for many years, including positions as Regional Managing Director for South Eastern Europe from 2007 through 2021. In these positions, she has not only acquired expert knowledge and managerial experience in the above-mentioned areas, but also gathered extensive expertise in the markets in South Eastern Europe.

Since her appointment to the Supervisory Board on 1 November 2023, Ms Ülman has proven her value by contributing successfully to the work of the Supervisory Board and its Risk and Remuneration Control Committees. In addition, Ms Ülman has also made valuable contributions to the supervisory board of Quipu GmbH, the Company's wholly owned IT service provider, which she joined to supervise the implementation of the group's IT strategy.

In addition to her outstanding qualifications, Ms Ülman also contributes to the diversity of the Supervisory Board in terms of gender, ethnicity, and religion. The Supervisory Board currently consists of three women and five men, including Ms Ülman as a current member, which the Supervisory Board considers an appropriate level of diversity in terms of female representation (> 30%).

2. For these reasons, the Supervisory Board intends to put its election proposal on agenda item 9.2 as announced in the convocation to the Annual General Meeting to the vote without any changes.
3. The Supervisory Board therefore advises the Annual General Meeting to approve the election proposal submitted by the Supervisory Board.