

**Publication of the resolution and the system for the remuneration of members of the Supervisory Board pursuant to section 113 (3) in conjunction with 120a (2) AktG**

ProCredit Holding AG, Frankfurt am Main – ISIN DE0006223407; WKN 622340

At the Annual General Meeting of ProCredit Holding AG held on Tuesday, 4 June 2024, under agenda item 8, “Adoption of a resolution on the remuneration of the members of the Supervisory Board and corresponding amendment to the Articles of Association of ProCredit Holding AG”, the amended system for the remuneration of Supervisory Board members of ProCredit Holding AG was put to the vote.

The amended system for the remuneration of Supervisory Board members of ProCredit Holding AG was approved with the following result:

42.477.243	Shares for which valid votes were cast (=72,12 % of the share capital)
42.325.381	Affirmative votes (99,64 %)
151.862	Negative votes (0,36 %)
3.144.613	Abstentions

In accordance with the resolution of the Annual General Meeting of ProCredit Holding AG on 4 June 2024, the amended system for the remuneration of Supervisory Board members of ProCredit Holding AG is structured as follows:

### 8.1 System for the Remuneration of Supervisory Board Members

#### Basic features of the remuneration system

The system for the remuneration of Supervisory Board members is based on statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code.

The compensation 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 complexity and risk profile of the Company, also taking into account the compensation arrangements of other major 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 a prerequisite for long-term corporate success.

The members of the Supervisory Board shall continue to receive purely function-related fixed compensation in accordance with section G.18 of the GCGC. No performance-related compensation or financial or non-financial performance criteria are provided for. This best reflects the independent control and advisory function of the Supervisory Board, which is not geared towards short-term corporate success but to the long-term development of the Company. The extent of the workload and liability risk of the members of the Supervisory Board does not generally develop in parallel with the business success of the Company or the earnings situation of the Company. Rather, it is precisely in economically difficult times, when variable compensation

components generally decline, that the members of the Supervisory Board need to perform their advisory and monitoring function particularly intensively.

#### Remuneration components

The fixed annual basic remuneration is EUR 90,000.00 for the Chair of the Supervisory Board, EUR 67,500.00 for the Deputy Chair of the Supervisory Board, and EUR 45,000.00 for each other member of the Supervisory Board.

For their work on the Risk Committee and on the Audit Committee, members of the Supervisory Board shall receive, in addition to their basic remuneration, a fixed annual compensation of EUR 12,500.00. The Chair of the respective committee shall receive, in addition to their basic remuneration, a fixed annual compensation of EUR 25,000.00. For their work on the Nomination Committee, the Remuneration Control Committee and on other committees formed by the Supervisory Board, members of the Supervisory Board shall receive, in addition to their basic remuneration, a fixed annual compensation of EUR 6,250.00; the Chair of the respective committee shall receive, in addition to their basic remuneration, a fixed annual compensation of EUR 12,500.00.

The respective amount of the fixed compensation takes into account the specific function and responsibility of the members of the Supervisory Board. In particular, in accordance with section G.17 of the GCGC, the higher time commitment of the Chair and Deputy Chair of the Supervisory Board and of the Chair and members of committees is also appropriately taken into account by means of commensurate additional compensation.

Attendance at meetings of the Supervisory Board or committees shall be covered by the annual fixed remuneration. There shall be no attendance remuneration in the form of attendance fees.

The specific amount of the fixed compensation is based on the overall scope and responsibility of the duties assumed by the respective member on the Supervisory Board and the committees. In the opinion of the Management Board the Supervisory Board, the level of Supervisory Board compensation described is appropriate and in line with the market, such that the Company can continue to attract and retain qualified candidates for the Supervisory Board in the future.

Remuneration, plus any value-added tax, is due and payable in four equal instalments at the end of each quarter for the previous quarter. If members of the Supervisory Board begin or end their term of office during a quarter, they shall 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.

In addition to the function-related fixed compensation, the members of the Supervisory Board shall continue to be reimbursed for their expenses incurred in the performance of their duties and for any value-added tax payable on their expenses. Furthermore, the Company provides the members of the Supervisory Board with (D&O) insurance cover for the performance of their Supervisory Board duties.

#### Procedure for setting and reviewing the compensation system

The General Meeting shall determine the compensation of the members of the Supervisory Board in the Articles of Association or by resolution at the proposal of the Management Board 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. In this context, a resolution confirming the existing remuneration is also permissible. If the General Meeting does not confirm the compensation system put to the vote, a revised compensation system will be presented at the latest in the following ordinary General Meeting. In preparation for the resolution of the General Meeting, the Management Board and the Supervisory Board each examine whether the remuneration, in particular with regard to its amount and structure, continues to be in the interest of ProCredit Holding AG and is commensurate with the tasks of the members of the Supervisory Board and the complexity and risk profile of the Company. If necessary, the Management Board and the Supervisory Board shall submit to the General Meeting a corresponding proposal to adjust the Supervisory Board remuneration.

The general rules of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (GCGC) apply to the procedure for determining, implementing and reviewing the remuneration system with regard to any conflicts of interest and their treatment. Institutionally, conflicts of interest are also prevented by the fact that any proposed changes must also be supported by the Management Board and the final decision on Supervisory Board remuneration lies with the General Meeting.

8.2 Article 11 of the Articles of Association of the Company was reformulated as follows:

“Article 11 Remuneration, Reimbursement of Expenses and Insurance Cover

(1) The members of the Supervisory Board shall receive a fixed annual basic remuneration of EUR 45,000.00 (in words: forty-five thousand euros). The Chair shall receive a fixed annual basic remuneration of EUR 90,000.00 (in words: ninety thousand euros) and the Deputy Chair shall receive a fixed annual basic remuneration of EUR 67,500.00 (in words: sixty-seven thousand five hundred euros).

(2) For membership in the Risk Committee and the Audit Committee, the members of the Supervisory Board shall receive annual remuneration of EUR 12,500.00 (in words: twelve thousand five hundred euros) in addition to their basic remuneration, and the Chair of the respective committee shall receive annual remuneration of EUR 25,000.00 (in words: twenty-five thousand euros) in addition to their basic remuneration. For membership in the Nomination Committee and in further committees formed by the Supervisory Board, the members of the Supervisory Board shall receive fixed annual remuneration of EUR 6,250.00 (in words: six thousand two hundred and fifty euros) in addition to their basic remuneration, and the Chair of the respective committee shall receive fixed annual remuneration of EUR 12,500.00 (in words: twelve thousand five hundred euros) in addition to their basic remuneration.

(3) Remuneration, plus any value-added tax, is due and payable in four equal instalments at the end of each quarter for the previous quarter. If members of the Supervisory Board begin or end their term of office during a quarter, they shall 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.

(4) 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.

(5) For the execution of Supervisory Board activities, the Company shall provide the members of the Supervisory Board with insurance cover (D&O insurance).”

The new provisions on the remuneration of the members of the Supervisory Board of ProCredit Holding AG resolved under item 8.2 shall apply for the first time to the 2024 financial year.

Frankfurt am Main, 4 June 2024

**ProCredit Holding AG**

Management Board

Hubert Spechtenhauser

Christoph Beeck

Eriola Bibolli

Georgios Chatzis

Christian Dagrosa

Dr Gian Marco Felice