



ProCredit
H O L D I N G

**Invitation to the
Annual General Meeting
on 26. May 2020**

ISIN: DE0006223407
WKN: 622340

The “Act on measures in company, cooperative, association, foundation and residential property law to combat the effects of the COVID-19 pandemic” (C19-AuswBekG), which came into force on 28 March 2020, provides for the possibility of holding Annual General Meetings in 2020 without the physical presence of shareholders or their authorised representatives (virtual AGM). In view of the COVID-19 pandemic, which will continue for an unforeseeable period of time, and in accordance with the rules of conduct adopted by the State of Hesse in this respect as well as the objective of avoiding health risks for the shareholders, internal and external employees and the members of the company’s executive bodies, the General Partner of ProCredit Holding AG & Co. KGaA, ProCredit General Partner AG, with the approval of the Supervisory Board of ProCredit Holding AG & Co. KGaA, has decided to take advantage of the possibility to conduct the Annual General Meeting virtually.

**Convocation of the Annual General Meeting (virtual AGM)
of ProCredit Holding AG & Co. KGaA, Frankfurt am Main**

ProCredit Holding AG & Co. KGaA
Frankfurt am Main
ISIN: DE0006223407
WKN: 622340

We hereby invite our shareholders to attend

the Annual General Meeting

which will take place without the physical presence of shareholders and their authorised representatives on

Tuesday, 26 May 2020, at 14:00 hours (CEST)

In accordance with section 1 (2) sentence 1 no. 1 C19-AuswBekG, the entire AGM will be broadcast in sound and vision on the www.procredit-holding.com website (under “Investor Relations / Hauptversammlung – Annual General Meeting”) for duly registered shareholders and their authorised representatives (more detailed information will be available after the announcement of the agenda with the proposed resolutions). The venue for the Annual General Meeting for the purposes of AktG shall be ProCredit Academy GmbH, Hammelbacher Str. 2, 64658 Fürth im Odenwald, District of Weschnitz.

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 section 289a (1) sentence 1 and section 315a (1) sentence 1 HGB, and the Report of the Supervisory Board for the 2019 financial year, as well as the adoption of a resolution to approve the annual financial statements for ProCredit Holding AG & Co. KGaA for the 2019 financial year**

In accordance with section 171 of the German Stock Corporation Act (AktG), the Supervisory Board has approved the annual financial statements and consolidated financial statements for the group as prepared by the General Partner. Pursuant to section 286 (1) sentence 1 AktG, the Annual General Meeting shall resolve upon approval of the annual financial statements.

The General Partner and Supervisory Board propose that approval be granted for the annual financial statements as presented with the recognition of profit in the amount of EUR 96,508,787.06.

- 2. 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 actions of the General Partner in the 2019 financial year.

- 3. 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 actions of the members of the Supervisory Board serving during the 2019 financial year.

- 4. Selection of the auditor for the financial statements for the 2020 financial year**

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed auditor and group auditor for the 2020 financial year as well as auditor for any review of the abridged financial statements and interim management report for the group for the first half of the 2020 financial year (section 115 (5), section 117 No 2 WpHG).

As the Supervisory Board has not formed an Audit Committee, the appointment proposal is not based on any corresponding committee recommendation. The Supervisory Board declares that the proposed appointment 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 (Regulation (EU) No 537/2014) which would have limited the scope for selecting a particular auditor or auditing company to carry out the statutory annual audit.

5. Election to the Supervisory Board

The term of office of Supervisory Board member Jasper Snoek ends by resignation at the close of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for the 2019 financial year.

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

The Supervisory Board proposes that,

Dr H.P.M. "Ben" Knapen, Member of the Dutch Senate (1st Chamber) and group parliamentary leader of the *Christen-Democratisch Appél* (CDA), Amsterdam, Netherlands

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

The proposed candidate's curriculum vitae as well as additional information, in particular on relevant knowledge, skills and experience, are included at the end of this convocation notice.

In accordance with section 5.4.1 (2) of the version of the German Corporate Governance Code dated 7 February 2017 (GCGK 2017) / Recommendation C.1 of the version of the German Corporate Governance Code dated 16 December 2019 (GCGK 2020), the nomination proposal takes into account the specific objectives determined by the Supervisory Board regarding its composition, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board.

It is the opinion of the Supervisory Board that the proposed candidate has no personal or business relationship with the Company, the executive bodies of the company or any shareholder with a material interest in ProCredit Holding AG & Co. KGaA which must be disclosed in accordance with section 5.4.1 (6) to (8) DCGK 2017 / Recommendation C.13 DCGK 2020 and which an objectively judging shareholder would regard as decisive for his election decision. In the opinion of the Supervisory Board, the proposed candidate is independent within the meaning of section 5.4.2 DCGK 2017 / Recommendations C.6 and C.7 DCGK 2020.

II.

Additional information on the convocation of the meeting

1.

Total number of shares and votes

At the time of the convocation of the meeting, the share capital of the Company amounts to EUR 294,492,460.00. It is divided into 58,898,492 registered shares with no par value. Each share confers one vote. The total number of votes is thus 58,898,492.

2.

Conducting the Annual General Meeting as a virtual AGM without the physical presence of shareholders and their authorised representatives, audiovisual transmission

In view of the continuing COVID-19 pandemic and in accordance with C19-AuswBekG, the Annual General Meeting of ProCredit Holding AG & Co KGaA will be held on 26 May 2020 without the physical presence of the shareholders and their authorised representatives as a virtual AGM. It will be possible to attend the virtual AGM and exercise voting rights by connecting (logging in) electronically.

The physical participation of shareholders or their authorised representatives is not permitted. However, on 26 May 2020 from 14:00 hours (CEST), you can access the entire AGM by logging into an audiovisual transmission via a password-protected internet portal (*InvestorPortal*) on our website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"). Under the provisions of section 118 (1) sentence 2 AktG, there is no possibility for shareholders to participate in the Annual General Meeting without themselves or an authorised representative being present at the venue to exercise all or some of their rights in whole or in part, even by means of electronic communication; specifically, an audiovisual transmission does not constitute participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG.

3.

Prerequisites for logging in and exercising shareholder rights, in particular voting rights

According to article 19 (1) of the Articles of Association of the Company, only those shareholders who are entered in the share register and have registered for the Annual General Meeting **by midnight (24:00 CEST) on 19 May 2020 at the latest (*duly registered shareholders*)** are entitled to log in and exercise their shareholder rights, particularly their right to vote in the Annual General Meeting. Registration can also be made via the password-protected *InvestorPortal* on the Company's website at www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"). Shareholders can access the *InvestorPortal* by entering their shareholder number and the corresponding access password. The shareholder number and individual access password can be found in the documents sent out with the invitation. If the *InvestorPortal* is not used for registration, the registration must be sent to the Company in writing (as per section 126b BGB) at the postal, fax or e-mail addresses listed below:

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

Intermediaries, in particular credit institutions, shareholders' associations as well as persons, financial service institutions or companies holding analogous rights pursuant to section 135 (8) or section 135 (10) AktG in conjunction with section 125 (5) AktG, may exercise voting rights for shares they do not hold but with respect to which they are registered in the share register as owner, only pursuant to a written authorisation.

When registering, the shareholders may use the registration forms included with this invitation. In order to ensure that these documents are received on time, shareholders are asked to submit their registration as early as possible. Please note that postal deliveries may take longer than usual due to the COVID-19 pandemic.

Registering for the Annual 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 Annual General Meeting are considered to be shareholders of the Company (section 67 (2) sentence 1 AktG). Therefore, the right to log in and participate in the Annual General Meeting and the number of voting rights held, depend on the status of the entry in the share register on the day of the Annual General Meeting. This will correspond to the position at midnight on 19 May 2020 (24:00 hours CEST) (the "Technical Record Date"), because for organisational reasons there will be a freeze on the transfer of shares from 20 May 2020, 00:00 hours CEST, until 26 May 2020, 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 Annual General Meeting on 26 May 2020. All holders of shares who have not yet been entered into the share register are thus asked to submit, as soon as possible and in their own interests, any requests for entries to be made.

4.

InvestorPortal

The InvestorPortal will be open for all shareholders of ProCredit Holding AG & Co KGaA to register for the Annual General Meeting from the time the Annual General Meeting is convened (see point 3. above). In order to be able to access the InvestorPortal via the website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"), shareholders must log in with the access data (shareholder number and password) which can be found in the documents sent out with the invitation. In order to access the InvestorPortal for the first time, all shareholders will be sent an individual password with the documents accompanying the invitation to the Annual General Meeting.

Duly registered shareholders and their authorised representatives can use the InvestorPortal to exercise their voting rights, grant powers of attorney, submit questions and/or raise objections for inclusion in the minutes. Please also note the technical information at the end of this notice of convocation.

5.

Exercise of voting rights by postal vote

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

Prior to the Annual General Meeting, all duly registered shareholders can avail themselves of the postal vote form sent with this invitation. It is also possible to request that the postal vote form be sent to the registered address by post, fax or e-mail. Additionally, a postal vote form can also be downloaded from the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting").

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

- by mail to ProCredit Holding AG & Co KGaA, c/o Computershare Operations Center, 80249 Munich,
- by fax to +49 89 30903-74675, or
- by e-mail to procredit-hv2020@computershare.de

before 25 May 2020 (24:00 CEST)]. The date on which the postal vote is received by the Company in one of these ways is decisive for the validity of the submission, amendment and/or revocation of said postal vote. Please be reminded that postal deliveries may take longer than usual due to the COVID-19 pandemic. Postal votes that cannot be conclusively assigned to a legitimate application will not be considered.

The InvestorPortal of ProCredit Holding AG & Co. KGaA, which can be accessed via the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"), is also available to duly registered shareholders for the purpose of exercising their voting rights before and during the Annual General Meeting. Voting rights may be exercised via the InvestorPortal until the end of voting on the day of the Annual General Meeting. You can also use the InvestorPortal during the Annual General Meeting to amend or revoke any votes previously cast by postal vote until the end of the voting process.

Voting is only possible in relation to such motions and nomination proposals that were published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

If conflicting declarations are received via different communication channels and it is not possible to identify which was most recently submitted, declarations will be considered in the following order of priority: firstly those received via the InvestorPortal, then by e-mail, then by fax and finally in paper form.

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

6.

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

Shareholders may have their votes cast in accordance with their instructions by voting representatives appointed by the Company. In addition to the power of attorney, voting representatives appointed by the Company must also be given explicit and unambiguous instructions on how to exercise your voting rights.

Voting representatives are obliged to vote as instructed; they shall not exercise voting rights according to their own discretion. Should an individual vote be held on an item on the agenda, instructions issued for this purpose shall also be applicable to each individual sub-point. They shall abstain from voting on votes for which no express instructions have been given. Voting representatives cannot accept any instructions or orders to file objections to resolutions of the Annual General Meeting, or to submit questions or propose motions.

Prior to the Annual General Meeting, duly registered shareholders can make use of the power of attorney and instruction form, which is included with the invitation, in order to empower voting representatives of the Company who will then be bound by your instructions. It is also possible to request that the power of attorney and instruction form be sent to the registered address by post, fax or e-mail. Additionally, a power of attorney form can also be downloaded from the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"). If you use the power of attorney and instruction form, the power of attorney and instructions to the Company's voting representatives who are bound by your instructions can only be issued, changed or revoked via the address given in the power of attorney and instruction form until 25 May 2020 (24:00 hours CEST) at the latest. The date on which the power of attorney and/or instruction is received by the Company is decisive for the validity of the granting, amendment and/or revocation of said power of attorney and/or instruction. Please be reminded that postal deliveries may take longer than usual due to the COVID-19 pandemic.

The InvestorPortal, which can be accessed via the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"), is also available to duly registered shareholders for the purpose of exercising their voting rights by way of granting a power of attorney to the Company's voting representatives. Powers of attorney may be granted via the InvestorPortal until the end of voting on the day of the Annual General Meeting. You can also use the InvestorPortal to amend or revoke any previously issued power of attorney and/or instructions.

Votes may only be cast and instructions issued in relation to motions and nomination proposals that are published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

If conflicting declarations regarding the granting and revocation of a power of attorney to the Company-nominated voting representatives or regarding the issue, amendment and revocation of instructions to the Company-nominated voting representatives are received via different transmission channels and it is not possible to identify which was most recently submitted, declarations will be considered in the following order of priority: firstly those received via the

InvestorPortal, then by e-mail, then by fax and finally in paper form. If postal votes and powers of attorney/instructions are received and it is not possible to determine which was most recently submitted, the postal votes will be considered first.

Shareholders will be sent further instructions on how to grant powers of attorney and issue instructions to the voting representatives appointed by the Company together with the invitation.

7.

Authorisation of third parties to exercise voting and other rights

Duly registered shareholders can also exercise their voting and other rights by granting a power of attorney to a third party. Authorised third parties may in turn exercise such voting rights by postal vote or by issuing a power of attorney and instructions to the Company's authorised representatives (see above). If the shareholder authorises more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

The granting of a power of attorney, its revocation and the proof thereof vis-à-vis the Company must be in writing (section 126b BGB) if no power of attorney is granted in accordance with section 135 AktG. When authorising the exercise of voting rights in accordance with section 135 AktG (Exercise of the voting right by credit institutions and commercial proxy services, associations of stockholders and to persons who tender the service commercially to stockholders of exercising their voting right at the general meeting), special features must generally be considered. Shareholders who wish to grant a power of attorney to exercise voting rights in accordance with section 135 AktG are advised to consult with the respective authorised representative about any special features of said power of attorney and to agree on these.

Intermediaries (in particular credit institutions), associations of stockholders, voting rights advisers and persons who tender commercial services to stockholders of exercising their voting right at the Annual General Meeting and who represent a majority of shareholders are recommended to contact the shareholder hotline or the registration office at the above address prior to the Annual General Meeting with regard to the exercise of voting rights.

If no intermediary (in particular a credit institution), no association of shareholders, no voting rights adviser nor a person acting in a commercial capacity for shareholders in order to exercise voting rights at the Annual General Meeting has been authorised, the power of attorney can be issued either to the Company or directly to the authorised representative (in this case, written proof of granting authorisation to the Company is required). The authorisation to the Company or proof of authorisation to the Company must be submitted to the Company in writing

- by mail to ProCredit Holding AG & Co KGaA, c/o Compu-tershare Operations Center, 80249 Munich,
- by fax to +49 89 30903-74675, or
- by e-mail to anmeldestelle@computershare.de

The same applies to revocation of the power of attorney.

If the granting or proof of a proxy or its revocation is made by means of a declaration to the Company sent by post or fax, for organisational reasons this declaration must be received by the Company by midnight on 25 May 2020 (24:00 hours CEST) at the latest. Please be reminded that postal deliveries may take longer than usual due to the COVID-19 pandemic. It is also still possible to submit the grant of power of attorney to the Company or proof of such power of attorney to the above-mentioned fax number or e-mail address on the day of the Annual General Meeting. Proof of a power of attorney issued in this way may be provided by forwarding evidence thereof (e.g. a copy or scan of the power of attorney) to the above-mentioned fax number or e-mail address.

Duly registered shareholders who wish to authorise a representative are requested to use the power of attorney form provided by the Company for this purpose and included with the invitation. It is also possible to request that the power of attorney form be sent to the registered address by post, fax or e-mail. Additionally, a power of attorney form can also be downloaded from the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"). It is not possible to grant a power of attorney to a third party nor to transmit proof of such power of attorney to a third party via the Company's InvestorPortal. Likewise, it is not possible to revoke the authorisation of a third party via the InvestorPortal.

The Company will provide authorised representatives with their own, individual access data permitting them to log into the Annual General Meeting and to exercise shareholder rights, in particular the right to cast a postal vote or to (sub)authorise and instruct the Company's voting representatives via the InvestorPortal. It is therefore not necessary for the shareholder to pass on any access data.

Voting is only possible in relation to such motions and nomination proposals that were published with this invitation or in connection with section 122 (2) AktG or sections 126 and 127 AktG.

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

8.

Possibility for shareholders to ask questions

Duly registered shareholders have the opportunity to ask questions through electronic channels (see section 1 (2) sentence 1 no. 3 C19-AuswBekG). Such questions are to be submitted at the latest two days before the Annual General Meeting, i.e. by midnight on 23 May 2020 (24:00 hours CEST), via the InvestorPortal accessible via the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting").

Questions may not be submitted after the above deadline. It is intended to name the persons who submitted questions when providing the respective answers. For more detailed information on shareholder rights and data protection, please refer to the explanatory notes at the end of this invitation.

9.

Declarations of objection to be included in the minutes

Up until the end of the Annual General Meeting, duly registered shareholders who have exercised their voting rights may use the InvestorPortal to lodge objections to resolutions of the Annual General Meeting and these will be recorded in the notary's minutes.

10.

Information on the rights of shareholders

a) Motions to expand the agenda pursuant to section 122 (2) AktG, in conjunction with section 1 (3) sentence 4 C19-AuswBekG

Pursuant to section 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 11 May 2020** at the following address:

ProCredit Holding AG & Co. KGaA
ProCredit General Partner AG
Board of Management
Annual General Meeting 2020
Rohmerplatz 33-37
60486 Frankfurt am Main

The respective shareholders must prove that they have owned the shares for at least 90 days before the demand was received and that they will continue to hold said shares until the General Partner has made its decision regarding the motion. Section 70 AktG shall apply when calculating the period of share ownership. Section 121 (7) AktG shall also be applied accordingly.

Additions to the agenda which are subject to disclosure shall, unless already announced when convening the Annual General Meeting, be announced immediately upon receipt of the request and, in the same manner as the convocation notice, be forwarded for publication to such media as may be presumed to distribute said information throughout the entire European Union. These will also be made available on the Company's website (www.procredit-holding.com) under "Investor Relations / Hauptversammlung – Annual General Meeting".

b) Counter-motions and nomination proposals pursuant to sections 126 (1) and 127 AktG

The shareholders may make counter-motions against the resolution proposals of the General Partner and/or Supervisory Board of the Company with respect to individual agenda points and submit nomination proposals for elections appearing on the agenda.

Counter-motions (including explanations) and nomination proposals shall be submitted in writing to one of the addresses below:

ProCredit Holding AG & Co. KGaA

ProCredit General Partner AG

Board of Management

Annual General Meeting 2020

Rohmerplatz 33-37

60486 Frankfurt am Main

or by fax: +49 (0)69 951 437 168

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

It will not be possible to consider counter-motions and nomination proposals addressed in another manner.

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 at one of the addresses above **by midnight (24:00 hours CEST) on 11 May 2020 at the latest.**

Any counter-motions (together with grounds) or nomination proposals received in good time from shareholders will be published on the Company's website, along with the name of the shareholder, a reason and any statement issued by the General Partner and the Supervisory Board of the Company on www.procredit-holding.com under Investor Relations / Hauptversammlung – Annual General Meeting".

The Company is not required to make available a counter-motion and its explanation or a nomination proposal if one of the exclusion criteria in the sense of section 126 (2) AktG are met, for instance, because a counter-motion or nomination proposal would result in a resolution of the Annual General Meeting being illegal or in violation of the Articles of Association. The explanation 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 section 126 (2) AktG, nomination proposals shall likewise not need to be made available if it does not include the name, profession and place of residence of the candidate (section 127 sentence 3 in conjunction with section 124 (3) sentence 4 AktG).

A counter-motion or election proposal which must be made accessible in accordance with sections 126 and 127 AktG will be considered to have been made during the virtual Annual General Meeting if the shareholder making the counter-motion or nomination proposal is duly registered for the Annual General Meeting.

c) Shareholders' right to information in accordance with section 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG

In accordance with section 1 (2) C19-AuswBekG, shareholders' rights to information are considerably restricted in the case of a virtual general meeting. Duly registered shareholders are only able to ask questions through electronic channels (see section 1 (2) sentence 1 no. 3 C19-AuswBekG). The General Partner may also stipulate that questions must be submitted at least two days before the Annual General Meeting. The General Partner of the Company has decided to make use of this option with the approval of the Supervisory Board. In accordance with section 1 (2) sentence 2 C19-AuswBekG – in deviation from section 131 AktG – the General Partner decides at its own discretion in a due and proper manner which questions it answers and how it answers them. According to the explanatory memorandum to section 1 (2) sentence 2 C19-AuswBekG, the management is under no circumstances obliged to answer all questions; it may summarise questions and, in the interest of the other shareholders, select questions that are relevant and meaningful. It may give preference to associations of shareholders and institutional investors with significant voting interests. The General Partner also reserves the right to answer frequently asked questions in advance on the Company's website.

With reference to the statements above, please also see "Possibility for shareholders to ask questions" in compliance with section 1 (2) sentence 1 no. 3 C19-AuswBekG.

d) Additional information on the rights of shareholders

Further details on the rights of shareholders in accordance with section 122 (2), section 126 (1), section 127 and section 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG can be found on the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting").

11.

Information and documentation regarding the Annual General Meeting

This notice of convocation for the Annual General Meeting, a translation of this notice in English, the documents to be made available to the Annual General Meeting and other information in connection with the Annual General Meeting are available from the time the Annual General Meeting is convened via the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting").

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

Voting results will be made available following the Annual General Meeting on the Company's website (www.procredit-holding.com) under "Investor Relations / Hauptversammlung – Annual General Meeting".

12.

Information on data protection

If you register for the Annual General Meeting, exercise your voting rights by postal vote or grant power of attorney to the Company's voting representatives, or authorise a third party to exercise your voting rights and other rights, or participate online in the virtual Annual General Meeting, we will collect personal data about you and/or your authorised representative. This is in order to enable shareholders or their authorised representatives to exercise their rights and be able to log into the virtual Annual General Meeting. The processing of personal data is always carried out in accordance with the applicable data protection laws.

The entity responsible for the processing of your personal data is:

ProCredit Holding AG & Co. KGaA

Rohmerplatz 33 – 37

60486 Frankfurt am Main

Fax: +49 (0)69 951 437 168

E-mail: PCH.datenschutz@ProCredit-group.com

Insofar as we make use of service providers to conduct the virtual Annual General Meeting, these service providers process personal data only on our behalf and are otherwise legally bound to maintain confidentiality.

If all legal requirements are fulfilled, all data subjects have the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of their personal data at any time, as well as the right to data transmission.

Further information on the handling of your personal data in connection with the Annual General Meeting and on your rights under the EU General Data Protection Regulation (GDPR) can be accessed at any time on the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting") or requested from the following address:

ProCredit Holding AG & Co. KGaA

Rohmerplatz 33 – 37

60486 Frankfurt am Main

Fax: +49 (0)69 951 437 168

E-mail: PCH.datenschutz@ProCredit-group.com

13.

Technical notes on the virtual Annual General Meeting

In order to log into the virtual Annual General Meeting as well as use the InvestorPortal and exercise shareholder rights, you will need an Internet connection and a computer. To ensure optimum reproduction of the audiovisual transmission of the Annual General Meeting, a stable Internet connection with an adequate data transmission speed is recommended.

You will also need a computer and loudspeakers or headphones.

From 25 May 2020, 14:00 hrs CEST, a test sequence (sound and vision) will be available on the InvestorPortal at www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting"), which will enable you to check the suitability of your hardware and software for logging into the virtual Annual General Meeting.

To access the Company's InvestorPortal, you will need your shareholder number and the access password that you received with your invitation.

On 26 May 2020, registered shareholders or their registered authorised representatives can access the transmission of the virtual Annual General Meeting from 13:45 hours CEST via the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting") by entering their access data.

In order to avoid the risk of limitations in the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - to the extent possible - to exercise your shareholder rights (in particular voting rights) in advance, before the Annual General Meeting begins.

Further details on the InvestorPortal can be found in the terms and conditions for registration and use. Relevant information as well as a detailed description of how to use the InvestorPortal can be found on the Company's website www.procredit-holding.com (under "Investor Relations / Hauptversammlung – Annual General Meeting").

If you have any technical questions regarding the InvestorPortal or how to log into the virtual Annual General Meeting, the staff of our service provider, Computershare, will be happy to assist you before and during the Annual General Meeting on the following telephone number:

Shareholder hotline: +49 89 30903 6362

The shareholder hotline is available Monday to Friday from 09:00 to 17:00 hours CEST and from 09:00 CEST on the day of the Annual General Meeting, 26 May 2020.

If you have technical questions before the start of the virtual Annual General Meeting, you can also contact our AGM service provider, Computershare, by e-mail at investorportal@computershare.de.

14.

Note on the availability of the audiovisual transmission

Shareholders and their proxies can follow the entire Annual General Meeting via an audiovisual transmission on the Internet. Notwithstanding the use of state-of-the-art technology, the audiovisual transmission of the virtual Annual General Meeting and the availability of the Internet-based InvestorPortal can be subject to fluctuations caused by limitations in the availability of telecommunications networks and restrictions by third party Internet services, over which the Company has no influence. Therefore, the Company cannot assume any guarantee or liability for the functionality and constant availability of the Internet services used, the third-party network components used, the audiovisual transmission, access to the InvestorPortal and its overall availability. The Company also assumes no responsibility for errors and defects in the hardware and software used for the online services, including those of the service providers used, unless unless caused intentionally. For this reason, the Company recommends that the options for exercising shareholder rights as described above, in particular voting rights, be exercised at an early stage. Insofar as data protection or security considerations make it absolutely necessary, the Chair of the meeting must reserve the right to interrupt, suspend or completely terminate the virtual Annual General Meeting.

Additional information on agenda item 5

Information on the Supervisory Board candidate proposed for election

- Name: Dr H.P.M. “Ben” Knapen
- Place of residence: Amsterdam
- Date of birth: 6 January 1951
- Nationality: Dutch

Career history

- **2019 – present:** Parliamentary leader of the Christen-Democratisch Appèl (CDA), Senate (1st Chamber), Netherlands
- **2015 – present:** Member of the Dutch Senate (1st Chamber) for the Christian-Democrat Appèl (CDA) party
- **2014:** Chairman of the Christen-Democratisch Appèl (CDA) Programme Committee during the European Parliament elections
- **2013 – 2016** 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
- **2008 – 2010** Endowed Professor for Media and Quality at the Radboud University, Nijmegen
- **1999 – 2006** Member of the Board (Book Division) of PCM Publishers (now part of De Persgroep Nederland)
- **1977 to 1999 and 2006 to 2008:** Editorial and correspondent activities for the NRC Handelsblad Internationaal (NL)

Further education

- **1996:** Advanced studies, financial and operational accounting, Catholic University of Tilburg (NL)
- **1985:** PhD (Arts), Catholic University of Nijmegen (NL)
- **1983 – 1984** Scholarship, International Economics, Fletcher School of Law and Diplomacy, Medford/Somerville (USA)
- **1972 – 1976** Studies and PhD, Modern History, Catholic University of Nijmegen (NL)

Mandates

Supervisory boards and similar bodies to be formed by law:

- Member of the Supervisory Board of the Leiden Asia Centre
- Chairman of the Supervisory Board of the Nuclear Research and Consultancy Group (until April 2020)
- Chairman Novamedia Foundation

Relevant knowledge, skills and experience

Public diplomacy; government policy; European and international relations.


Frankfurt am Main, April 2020

ProCredit Holding AG & Co. KGaA

the General Partner

ProCredit General Partner AG

Sandrine Massiani Dr Gabriel Schor



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