

- English Convenience Translation -

[Letter Head International Finance Corporation]

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

Washington, D.C. May 2, 2022

**Annual General Meeting of ProCredit Holding AG & Co. KGaA on May 31, 2022  
Election to the Supervisory Board**

Dear Sir or Madam,

We, the International Finance Corporation (IFC), Washington D.C., United States of America, are shareholder of ProCredit Holding AG & Co. KGaA (the **Company**) and will remain so until the date of the Annual General Meeting of the Company on May 31, 2022. We intend to register for the Annual General Meeting in due time by 24:00 hrs. (CEST) on May 24, 2022 and to exercise our shareholder rights.

By publication in the Federal Gazette (*Bundesanzeiger*) on April 22, 2022 you convened the Annual General Meeting of the Company for May 31, 2022 as a virtual Annual General Meeting. Item 7 of the agenda provides for the election of a total of five Supervisory Board members, including Mr. Monish K. Dutt (Item 7.5 of the agenda).

**Election proposal:**

We propose to elect, instead of Mr Monish K. Dutt named under item 7.5 of the agenda,

Ms. **Marianne Loner**, senior banker, supervisory board member of the Company as well as supervisory board member / non-executive member of the boards of directors of the companies mentioned below, Zurich, Switzerland,

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 2026.

Ms. Marianne Loner is a member of the following other statutory supervisory boards and comparable domestic and foreign supervisory bodies of business enterprises:

- Non-executive Member of the Board of Directors of Sura Asset Management S.A., Medellin, Colombia;
- Non-executive Member of the Board of Directors of Britam Holdings Plc, Nairobi, Kenya;
- Non-executive Member of the Board of Directors of Amundi Planet Sicav-SIF, Luxembourg;
- Member of the Supervisory Board of ProCredit General Partner AG, Frankfurt am Main, Germany.

Ms. Marianne Loner's curriculum vitae with further details on her professional career and her professional qualifications is attached.

**Reasons:**

On March 23, 2022, the Nomination Committee of the Supervisory Board of the Company recommended to propose, among others, Mr. Monish K. Dutt for election to the Supervisory Board in the context of the resolutions on elections to the Supervisory Board of the Company. Based on the recommendation of the Nomination Committee, the resolution proposal of the Supervisory Board of the Company published in the Federal Gazette (*Bundesanzeiger*) on April 22, 2022, along with the convening of the Annual General Meeting, in item 7.5 of the agenda is to elect Mr Monish K. Dutt 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 2026.

In the meantime, we have learned that the candidate proposed for election by the Supervisory Board of the Company, Mr Monish K. Dutt, will presumably not be available to accept the office in the event of his election by the General Meeting.

Against this background, we are proposing Ms Marianne Loner as a candidate for election to the Supervisory Board, who, due to her 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.

Ms Marianne Loner has already announced that she will accept the office if elected.

## **Statement of the Supervisory Board of the Company**

*The Supervisory Board of the Company had resolved on an election proposal for Mr Monish K. Dutt, which took into consideration his nomination by IFC for the Supervisory Board of ProCredit General Partner AG, dated 10 March 2022. Since IFC has now informed the Company via a further election proposal dated 2 May 2022 that Mr Dutt is no longer available as candidate for the Company's Supervisory Board, the Supervisory Board deems it reasonable to support IFC's new proposal. After obtaining the advice of its Nomination Committee, the Supervisory Board has satisfied itself that Ms Loner will be suitable for a position on the Supervisory Board and a good replacement candidate for Mr Dutt.*