



ProCredit
H O L D I N G

INTERNAL RULES OF PROCEDURE FOR THE NOMINATION COMMITTEE

of ProCredit Holding AG, Frankfurt am Main



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THE NOMINATION COMMITTEE of
ProCredit Holding AG, Frankfurt am Main**

27 September 2023

Article 1 Composition and Chair

- (1) The Nomination Committee consists of at least three members of the Supervisory Board.
- (2) The members of the Nomination Committee shall have a sufficient level of collective knowledge, skills and experience in relation to the Company's business interests to be able to assess the appropriate composition of the Supervisory Board and the Management Board, including the recommendation of candidates to fill vacancies on the Supervisory Board and the Management Board respectively. To this end, the members must have sufficient knowledge, skills and experience, individually and collectively, concerning the selection procedure and the eligibility requirements.
- (3) The Nominations Committee shall be chaired by the Chair of the Supervisory Board.

Article 2 Duties

- (1) The Nomination Committee's duties are defined by resolution of the Supervisory Board or stipulated in these Rules of Procedure.
- (2) The Nomination Committee supports the Supervisory Board in the following tasks:
 - (a) Identification of suitable candidates to fill a vacancy on the Company's Management Board. In doing so, the Nominating Committee considers the balance and diversity of knowledge, skills and experience of all members of the Management Board, drafts a job description with a candidate profile and indicates the expected time commitment. In this regard, appropriate succession planning for the Management Board should also be ensured.
 - (b) The proposal of suitable candidates for the Supervisory Board to propose to the Annual General Meeting for election as Supervisory Board members. In doing

so, the Nomination Committee is guided by the objectives set by the Supervisory Board, the competence profile established for the body as a whole, potential conflicts of interest and the diversity of the members of the Supervisory Board. It shall also consider the balance and diversity of knowledge, skills and experience of all members of the Supervisory Board, draft a job description with a candidate profile and indicate the expected time commitment. In this regard, appropriate succession planning for the Supervisory Board shall also be ensured.

- (c) The development of guidelines for assessing the suitability of all members of the Management Board, key function holders and all members of the Supervisory Board as well as the monitoring of the effectiveness of the respective guidelines.
 - (d) Regular assessment (at least once per annum) of the structure, size, composition and performance of (i) the Management Board and (ii) the Supervisory Board, including making recommendations to the Supervisory Board in this regard. In doing so, it ensures that decision-making within the Management Board is not influenced by individual persons in a way that is detrimental to the Company.
 - (e) Regular assessment (at least once per annum) of the knowledge, skills and experience of (i) the individual members of the Management Board and the Management Board as a whole, as well as the assessment of the members of the Management Board in all other cases in accordance with the requirements of the Suitability Guideline and (ii) the members of the Supervisory Board and the Supervisory Board as a whole, as well as the assessment of the members of the Supervisory Board in all other cases in accordance with the requirements of the Guidelines as set out in Article 2(2)(c).
 - (f) Reviewing the Management Board's policy for the selection and appointment of senior managers and making recommendations to the Management Board in this regard.
 - (g) The setting of a target to promote the equitable inclusion of the underrepresented gender on the Supervisory Board as well as the implementation of a strategy to achieve this target.
- (3) The Nomination Committee may, at its discretion, seek advice from external auditors, lawyers and other external and internal consultants. The costs shall be borne by the Company.

Article 3 Meetings and Resolutions

- (1) The Nomination Committee shall meet at least once per financial year at the invitation of the Chair of the Committee. Meetings are to be convened by the Chair; however, in the event that the Chair is unable to do so, they can be convened by another member of the Nomination Committee, giving a minimum of two weeks' notice.
- (2) The Nomination Committee shall be deemed to have a quorum if at least three members participate in the adoption of the resolution.
- (3) In all other respects, the provisions of the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis regarding the convening, form and minutes of meetings and resolutions passed, regarding the quorum and voting of the Nomination Committee as well as to the obligation of the members of the Nomination Committee to maintain confidentiality.

Article 4 Reports and Declarations

- (1) The Chair of the Nomination Committee shall make regular reports to the Supervisory Board on the work of the Nomination Committee.
- (2) Insofar as declarations are to be made or received for the implementation of resolutions of the Nomination Committee or otherwise for the fulfilment of its duties, the Chair of the Nomination Committee shall act in this capacity.



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