



ProCredit
H O L D I N G

Invitation to the Annual General Meeting on 4 June 2025

ISIN: DE0006223407

WKN: 622340

Only the German version shall be legally binding, the English translation serves information purposes only.

ProCredit Holding AG

Frankfurt am Main

ISIN: DE0006223407

WKN: 622340

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Convocation of an Annual General Meeting

We hereby invite our shareholders¹ to attend the

Annual General Meeting

at the SAALBAU Titus-Forum, Großer Saal, Walter-Möller-Platz 2, in 60439 Frankfurt am
Main, to be held on

Wednesday, 4 June 2025, at 10:00 a.m. (CEST)

Doors open at 09:30 a.m. (CEST)

¹ For the sole purpose of facilitating readability, we have used the singular “they” throughout this convocation notice instead of she/he unless referring to a specific person. It is always to be understood as representative of persons of all gender identities.

I. Agenda

- 1. Presentation of the adopted annual financial statements and approved consolidated financial statements, the combined management report for ProCredit Holding AG and the group, including the explanatory report with disclosures pursuant to section 289a sentence 1 and section 315a sentence 1 HGB [German Commercial Code], and the report of the Supervisory Board for the 2024 financial year**

In accordance with section 171 AktG [German Stock Corporation Act], the Supervisory Board has approved the annual financial statements and consolidated financial statements for the group for the 2024 financial year as prepared by the Management Board. The annual financial statements have thus been adopted. No resolution of the General Meeting is required for agenda item 1. The documents relating to agenda item 1 must be made available to the General Meeting. These will be available on the Company's website at <https://www.procredit-holding.com/investor-relations/general-meetings/> both before and during the General Meeting.

- 2. Adoption of a resolution on the utilisation of the unappropriated earnings**

The Management Board and Supervisory Board propose that the unappropriated earnings for the 2024 financial year in the amount of EUR 113,769,853.53 be allocated as follows:

2.1	Dividend payment of EUR 0.59 per share (58,898,492 shares)	EUR 34,750,110.28
2.2	The remaining unappropriated earnings are to be carried forward to new account (retained earnings)	EUR 79,019,743.25

= EUR 113,769,853.53

3. Adoption of a resolution to ratify the acts of the members of the Management Board for the 2024 financial year

The Management Board and Supervisory Board propose that the acts of the members of the Management Board of ProCredit Holding AG in office in the 2024 financial year be ratified for the 2024 financial year.

4. Adoption of a resolution to ratify the acts of the members of the Supervisory Board for the 2024 financial year

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board of ProCredit Holding AG in office in the 2024 financial year be ratified for the 2024 financial year.

5. Adoption of a resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the financial year 2025 as well as the auditor for the review of the abridged financial statements and the interim management report for the first half of 2025

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed auditor for the annual financial statements and the consolidated financial statements for the 2025 financial year as well as auditor for any review of the interim financial reports for the first half of 2025.

This proposal is based on the considered recommendation of the Audit Committee of the Supervisory Board within the meaning of article 16 (2) of Regulation (EU) No 537/2014 of the European Parliament and Council of 16 April 2014 (**Statutory Audit Regulation**).

The Audit Committee declares that its recommendation 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 which would have limited the scope for selecting a particular auditor or auditing company to carry out the statutory annual audit.

6. Adoption of a resolution on the appointment of the auditor of sustainability reporting for the 2025 financial year

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed auditor of sustainability reporting in the sense of Directive (EU) 2022/2464 (CSRD) for the 2025 financial year.

The appointment is made as a precautionary measure in the event that the German legislator, in transposing article 37 of Directive 2006/43/EC (EU Statutory Auditor Directive) in the version of Directive (EU) 2022/2464 (CSRD) of 14 December 2022, should require the explicit appointment of the auditor of sustainability reporting by the General Meeting, i.e. that the audit of sustainability reporting should not already be the responsibility of the auditor under implementing law in Germany. The current draft legislation proposes the appointment of an auditor for sustainability reporting by the General Meeting.

The proposal of the Supervisory Board is based on the considered recommendation of the Audit Committee of the Supervisory Board within the meaning of article 16 (2) of the Statutory Audit Regulation.

The Audit Committee declares that its recommendation 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 which would have limited the scope for selecting a particular auditor or auditing company to carry out the audit.

7. Adoption of a resolution on the approval of the remuneration report for the 2024 financial year

Pursuant to section 162 AktG, the Management Board and Supervisory Board of listed companies shall annually prepare a clear and comprehensible report on the remuneration granted and owed to the members of the Management Board and the Supervisory Board in the previous financial year and submit it to the General Meeting for approval pursuant to section 120a (4) AktG.

In accordance with section 162 (3) AktG, the remuneration report was audited by the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, to determine whether the legally required disclosures pursuant to section 162 (1) and (2) AktG had been made. The remuneration report for financial year 2024 and the auditors' report thereon are available, starting from the convocation of the General Meeting, on the Company's website at <https://www.procredit-holding.com/investor-relations/general-meetings/> and will also be available there during the General Meeting.

The Management Board and the Supervisory Board propose that the remuneration report for the 2024 financial year, which was prepared and audited in accordance with section 162 AktG, be approved.

8. Adoption of a resolution to amend Article 17 of the Articles of Association of the Company (Virtual General Meeting), to renew the authorisation of the Management Board to provide for the holding of a virtual General Meeting

Article 17 of the Articles of Association of the Company includes an authorisation whereby the Management Board is authorised pursuant to section 118a (1) AktG to provide that general meetings can be held, up to and including 31 August 2025, without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual General Meeting) in accordance with section 118a (1) AktG.

In its current version, Article 17 of the Company's Articles of Association reads as follows:

"Article 17 Virtual General Meeting

- (1) The management board is authorised to provide that general meetings, which take place until and including 31 August 2025, can be held without physical presence of shareholders or their proxies at the place of the general meeting (virtual general meeting).
- (2) If a virtual general meeting is held, the members of the supervisory board may also participate by means of video and audio transmission; however, this shall not apply to the chairperson of the meeting if he/she is a member of the supervisory board.
- (3) All provisions of these articles of association relating to general meetings, including section 19 (2), shall apply to the virtual general meeting, unless the law or these articles of association expressly provide otherwise."

In order to grant the Management Board sufficient flexibility in the organisation of the Company's general meetings beyond this period, this authorisation is to be extended until 31 August 2027 and Article 17 of the Company's Articles of Association (Virtual General Meeting) is to be amended accordingly. The authorisation period of five years permitted by law will again not be fully utilised, but will be limited, as before, to full two years.

The authorisation to hold virtual General Meetings offers the flexibility to be able to pass the necessary General Meeting resolutions, in particular on the utilisation of unappropriated earnings, in the event of another pandemic or other emergency situations in which it is not possible to hold an in-person General Meeting. Furthermore, the possibility of holding a virtual General Meeting provides the Management Board with the necessary flexibility to hold a General Meeting, independent of the availability of an adequate venue, in the event of resolutions to be passed by the shareholders at short notice.

During the validity period of the authorisation, the Management Board will decide on the meeting format for each General Meeting, taking into account the specific circumstances of the individual case. The Management Board will take the decision on the format and the precise organisation of the general meeting in accordance with its discretionary powers and in the best interests of the Company and the shareholders. In the past, the Management Board has not made use of the authorisation and has only convened and held General Meetings with physical presence.

To the extent that there is any discretion in the execution of the virtual General Meeting, the Management Board will use it to ensure close alignment between the virtual format and a meeting with physical presence. In particular, it is the intention that speaking contributions, as well as asking and answering questions, should be possible to the same extent during the virtual General Meeting as in a meeting requiring physical presence, in order to ensure direct and extensive communication with the shareholders. Lastly, the Management Board intends to make its decision on the format and organisation of the General Meeting in close coordination with the Supervisory Board and, in the event of a virtual format, to explain the decision in more detail in the respective convocation, so that the reasons for the decision are clear to the shareholders.

The members of the Supervisory Board are generally to continue attending General Meetings in person. However, in accordance with section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate in the general meeting by means of audiovisual transmission. In order to grant the Supervisory Board of the Company sufficient flexibility in the future as well and not to generate unreasonable travel expenses from a sustainability point of view, the Articles of Association of the Company shall therefore provide that, when a virtual general

meeting is held, the participation of Supervisory Board members may take place by means of audiovisual transmission.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Article 17 of the Articles of Association of the Company shall be reformulated as follows:

“Article 17 Virtual General Meeting

- (1) The management board is authorised to provide that general meetings, which take place until and including 31 August 2027, can be held without physical presence of shareholders or their proxies at the place of the general meeting (virtual general meeting).
- (2) If a virtual general meeting is held, the members of the supervisory board may also participate by means of video and audio transmission; however, this shall not apply to the chairperson of the meeting if he/she is a member of the supervisory board.
- (3) All provisions of these articles of association relating to general meetings, including section 19 (2), shall apply to the virtual general meeting, unless the law or these articles of association expressly provide otherwise.”

9. Adoption of a resolution on the authorisation to issue profit participation rights and on the exclusion of subscription rights

The General Meeting on 31 May 2022 confirmed under agenda item 3 the resolution under agenda item 2 of the General Meeting on 8 December 2021, according to which the then General Partner was authorised until 7 December 2026 to issue profit participation rights with a total nominal amount of up to EUR 100 million, as further specified therein. This authorisation provided the Company with extended options and thus further flexibility for raising own funds eligible for recognition under banking supervisory law.

The authorisation to issue profit participation rights was addressed to the Company's general partner. When the change in legal form took effect upon entry in the commercial register on 27 September 2023, the Company's legal form was

converted from an AG & Co. KGaA to a stock corporation (*Aktiengesellschaft* - AG). In this context, the general partner is, by operation of law, no longer part of the Company. In view of the legal uncertainty as to whether the authorisation of the general partner to issue profit participation rights automatically transfers to the Management Board in the event of a change in legal form, the authorisation is to be adapted to the current organisational structure and renewed, as a matter of legal caution.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

9.1 Revocation of the previous authorisation

The authorisation of the general partner to issue profit participation rights with a total nominal amount of up to EUR 100 million until 7 December 2026, as resolved by the General Meeting on 8 December 2021 under agenda item 2 and confirmed by the General Meeting on 31 May 2022 under agenda item 3, is hereby revoked, subject to the proviso that the authorisation to be resolved under 9.2 below has taken effect.

9.2 Granting of new authorisation and exclusion of subscription rights

The Management Board of the Company is authorised, until 3 June 2030, to issue profit participation rights once or several times with or without a limited term against cash or non-cash contributions (including in the form of existing bonds and profit participation rights) up to a total nominal amount of EUR 200 million (***profit participation rights framework***). The profit participation rights are to be structured in such a way that they can be recognised as instruments of Additional Tier 1 capital pursuant to article 52 (1) of Regulation (EU) no. 575/2013 (***CRR***), as amended or superseded from time to time, in particular by Regulation (EU) no. 2019/876 (***CRR II***) or otherwise as regulatory own funds.

In addition to euros, the profit participation rights may also be issued in a foreign legal currency, for example that of an OECD country, subject to a limit equal to the corresponding equivalent value in euros. The profit participation rights may be issued with a fixed or a variable interest rate. The profit participation rights issued may participate in losses made by ProCredit Holding AG and/or the ProCredit group by means of a permanent or temporary write-down of the

nominal amount or be subject to a write-down of the nominal amount if certain capital ratios or other financial ratios are not met. However, provision may be made for the amount written down to be made up again or written up to the nominal amount for subsequent years in which a profit is made. The write-up can also be linked to the achievement or exceeding of certain capital ratios or other financial ratios in subsequent years after the write-down. The entitlement of ProCredit Holding AG to effect an ordinary termination of the profit participation rights may be limited in such a way that it is not permissible before the expiry of five or more years; it is also possible to exclude an ordinary termination by the creditor or creditors.

The Management Board is authorised to determine the further details of the issue and the structure of the profit participation rights in compliance with the principles regulated in this authorisation. In particular, the Management Board may determine the time of issue, the type and rate of interest, the issue price and the term. The profit participation rights may be placed with individual or several investors or be placed broadly on the capital market in accordance with the other provisions of this authorisation. This includes the possibility of being traded on the stock exchange.

In principle, subscriptions for profit participation rights are to be offered to the shareholders. The profit participation rights may also be underwritten by one or more credit institutions or other companies within the meaning of section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right); insofar as an indirect subscription right is granted, the direct subscription right of the shareholders is excluded.

The Management Board is authorised, with the consent of the Supervisory Board, to exclude the subscription right in the following cases when issuing profit participation rights:

- a. if fractional amounts are excluded from the subscription right
or
- b. if
 - aa. the profit participation rights are structured similarly to obligations and
 - bb. the interest rate and the issue amount of the profit participation rights correspond to the current market conditions for comparable borrowings at the time of issue.

The obligation-like structure requires that

- i. neither membership rights nor subscription or conversion rights to shares are established,
- ii. no participation in the proceeds of liquidation is granted and
- iii. the amount of interest is not based on the amount of the net profit for the year, the unappropriated earnings [*Bilanzgewinn*] or the dividend (**profit-oriented interest**).

Participation in the liquidation proceeds within the meaning of point ii. above is also not applicable if the profit participation rights do not have a fixed term and repayment is only permissible with the approval of the competent supervisory authorities. In particular, the interest is not profit-oriented within the meaning of point iii. above if it is conditional on there being no net loss for the year or balance sheet loss or if it arises as a result of the interest payment or if interest may only be paid from distributable items within the meaning of article 4 (1) no. 128 CRR, as amended or superseded from time to time;
or

- c. if the profit participation rights, as defined under point b., are structured similarly to obligations and are issued against non-cash contributions as follows: The non-cash contribution must consist of securities or comparable instruments issued by ProCredit Holding AG directly or indirectly through subsidiaries or other issuers. An exclusion of the subscription right is only permissible if the value of the non-cash contribution is commensurate with the value of the profit participation right at the time the resolution on its issuance is passed.

The report of the Management Board to the General Meeting on the reason for the exclusion of the subscription right pursuant to sections 221 (4) sentence 2, 186 (4) sentence 2 AktG is available, from the time the General Meeting is convened, on the website of ProCredit Holding AG at the following address: www.procredit-holding.com/investor-relations/general-meetings/.

10. Adoption of a resolution on the authorisation of the Company to acquire treasury shares

The General Meeting last resolved an authorisation to acquire treasury shares at the Extraordinary General Meeting on 15 November 2019. This authorisation has expired. The possibility of acquiring treasury shares is now to be created again in order to further optimise the Company's capital structure.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

10.1 The Company is authorised to acquire treasury shares in accordance with section 71 (1) no. 8 AktG for any permissible purpose within the scope of the statutory restrictions and in accordance with the following provisions. This authorisation is valid until 3 June 2030. It is limited to a total of 10% of the share capital existing at the time of the resolution by the General Meeting or - if this value is lower - of the share capital existing at the time the authorisation is exercised. The authorisation may be exercised directly by the Company or by third parties commissioned by the Company and permits the acquisition of treasury shares in full or in partial amounts as well as one-off or repeated acquisitions.

Treasury shares may be acquired via the stock exchange or via a multilateral trading system within the meaning of section 2 (6) BörsG [Stock Exchange Act] or by means of a public purchase offer addressed to all shareholders or by means of a public invitation to all shareholders to submit offers to sell.

- i. If the shares are acquired via the stock exchange or a multilateral trading system or via a public purchase offer, the Company may only pay an equivalent value per share (excluding incidental acquisition costs) that does not exceed the arithmetic mean of the prices of the Company's no-par value shares in the closing auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the last five trading days prior to the conclusion of the obligatory transaction (*Verpflichtungsgeschäft*), if the acquisition takes place via the stock exchange or a multilateral trading system, or prior to the publication of the decision to submit the public purchase offer, if the acquisition takes place by way of a public purchase offer, by no more than 10% above or below 20%. If, after publication of a public purchase offer, the share price deviates significantly from the purchase price offered or the limits of the purchase price range offered, the offer may be adjusted. In this case, the relevant amount is determined by the corresponding price on the last trading day prior to the publication of the adjustment; the 10% limit for exceeding or 20% limit for falling short is to be applied to this amount.

- ii. If the acquisition is made by means of a public invitation to all shareholders to submit offers to sell, the Company shall set a purchase price range per share within which offers to sell may be submitted. The purchase price range may be adjusted if, during the offer period, the share price deviates significantly from the price at the time of publication of the invitation to submit offers to sell. The purchase price per share to be paid by the Company, which the Company determines on the basis of the offers to sell received, may not be more than 10% higher or more than 20% lower than the arithmetic mean of the prices of the Company's no-par value shares in the closing auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the last five trading days prior to the cut-off date described below, not taking into account incidental acquisition costs. The record date is the day on which the Management Board of the Company makes the final formal decision on the publication of the invitation to submit offers to sell or on their adjustment.

The details of the acquisition structure are determined by the Management Board. The volume of the public purchase offer or acceptance can be limited. If, in the case of a public purchase offer, the volume of shares offered exceeds the existing repurchase volume or if not all of several similar offers to sell can be accepted due to the volume limit, the acquisition can be carried out according to the ratio of shares tendered (tender ratios) instead of according to the ratio of the tendering shareholders' holding in the Company (shareholding ratio), with the partial exclusion of any tender rights in this respect. In addition, with the partial exclusion of any tender rights, preferential acceptance of smaller numbers of shares up to 100 shares tendered per shareholder and rounding in accordance with commercial principles to avoid fractions of shares may be provided for.

10.2 The Management Board is authorised to use shares in the Company acquired on the basis of this authorisation for all legally permissible purposes, including in particular the following:

- i. The treasury shares may be used, excluding subscription rights with the approval of the Supervisory Board, to service or secure acquisition obligations or acquisition rights to shares in the Company, in particular from and in connection with convertible bonds/warrant bonds of the

Company or its group companies. In addition, the Management Board is authorised with the approval of the Supervisory Board to exclude subscription rights in order to grant subscription rights to the holders or creditors of conversion/option rights to shares in the Company or corresponding conversion/option obligations to compensate for dilution to the extent to which they would be entitled after exercising these rights or fulfilling these obligations, and to use treasury shares to service such subscription rights.

- ii. They may with the approval of the Supervisory Board be used to sell treasury shares in ways other than via the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that is not significantly lower than the market price of shares of the Company of the same class at the time of the sale. Shareholders' subscription rights are excluded. However, this authorisation only applies subject to the proviso that the shares sold with the exclusion of subscription rights in analogous application of section 186 (3) sentence 4 AktG may not exceed a total of 10% of the share capital, either at the time this authorisation becomes effective or - if this value is lower - at the time this authorisation is exercised. This limit of 10% of the share capital shall include those shares that are issued or sold during the term of this authorisation up to the time it is exercised in direct or analogous application of section 186 (3) sentence 4 AktG or have been issued or granted or are still to be issued or granted on the basis of a convertible/warrant bond issued during the term of this authorisation with the exclusion of subscription rights in analogous application of section 186 (3) sentence 4 AktG.
- iii. They may with the approval of the Supervisory Board be offered to all shareholders so that they can subscribe to shares in the Company against (even partial) assignment of their entitlement to payment of the dividend arising from the General Meeting's resolution on the utilisation of unappropriated earnings [*Aktiendividende* - scrip dividend].
- iv. They may be used to offer and transfer treasury shares to third parties in ways other than via the stock exchange or by means of an offer to all shareholders, provided that this

- a. is carried out, with the consent of the Supervisory Board, in the context of acquiring companies or interests therein or parts of companies or in the context of company mergers as (partial) consideration; or
- b. is carried out in order to issue the shares (i) as employee shares to employees of the Company or one of its affiliated companies or (ii) as part of the compensation paid in shares to employees of the aforementioned companies and to members of the governing bodies of the Company's affiliated companies. They may also be transferred to third parties if and insofar as it is legally guaranteed that the shares will be offered for purchase by the third party to the aforementioned persons.

10.3 The Supervisory Board is authorised to use the treasury shares acquired on the basis of this authorisation as follows:

They can be used to fulfil acquisition obligations or acquisition rights to shares in the Company that have been or will be agreed with members of the Company's Management Board as part of the provisions governing Management Board remuneration. In particular, they may be offered for acquisition, committed and transferred to members of the Company's Management Board, provided that the Management Board employment relationship or managing body relationship exists at the time of the offer, commitment or transfer.

10.4 The aforementioned authorisations in 10.2 and 10.3 to use treasury shares may be exercised once or several times, in whole or in part, individually or jointly. They also cover the utilisation of shares in the Company that are acquired by third parties for the account of the Company.

The statutory subscription right of shareholders to these treasury shares is excluded in accordance with sections 71 (1) no. 8, 186 (3), (4) AktG to the extent that these shares are used in accordance with the above authorisations. In addition, the Management Board may exclude shareholders' subscription rights for fractional amounts in the event that treasury shares are sold by way of an offer to all shareholders.

During the term of this authorisation, the sum of treasury shares used with the exclusion of shareholders' subscription rights may not account for more than 10% of the share capital at the time this authorisation takes effect or - if this value is lower - at the time it is exercised. If other authorisations to issue or sell shares

in the Company or to issue rights that enable or obligate the subscription of shares in the Company are exercised during the term of this authorisation until it is exercised and subscription rights are excluded, this must be counted towards the aforementioned 10% limit.

10.5 The treasury shares can be used to redeem treasury shares without the redemption and its implementation requiring a further resolution by the General Meeting. In accordance with section 237 (3) no. 3 AktG, the cancellation can be carried out without a capital reduction in such a way that the proportion of the Company's remaining no-par value shares in the share capital is increased as a result of the cancellation in accordance with section 8 (3) AktG. The Management Board is authorised in accordance with section 237 (3) no. 3, 2nd option AktG to adjust the number of shares in the Articles of Association accordingly. The redemption can also be combined with a capital reduction; in this case, the Management Board is authorised to reduce the share capital by the proportionate amount of the share capital attributable to the redeemed shares and to adjust the number of shares and the share capital in the Articles of Association accordingly.

II.

Additional information on the convocation of the meeting

All members of the Management Board and the Supervisory Board intend to be present for the entire General 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. At the time of the convocation of the meeting, the Company holds none of its own shares.

2.

Requirements for attending the General Meeting, exercising voting rights, and the exercise of other shareholder rights at the General Meeting

Only those shareholders who are registered in the share register and who have registered for the General Meeting in due time are entitled to attend the General Meeting, to exercise their voting rights and to exercise other shareholder rights at the General Meeting (Article 16 (1) of the Articles of Association of the Company). The registration must be received by the Company in text form in German or English **at the latest by midnight (24:00 hours CEST) on 28 May 2025** at one of the following addresses:

ProCredit Holding AG
c/o Computershare Operations Center
80249 München

or by e-mail: anmeldestelle@computershare.de

When registering, the shareholders may use the registration forms included with this invitation. Upon receipt of each registration, the registration service provider issues tickets to the shareholder, enabling them to participate in the General Meeting, as well as a form for granting proxies and authorising the exercise of voting rights. In order to ensure that the tickets are received on time, the shareholders are asked to submit the registration as early as possible. Unlike the registration process, however, the tickets are not a precondition for

attendance; they merely simplify the preparation and conduct of the General Meeting. We ask for your understanding that a maximum of two tickets can be issued per shareholder.

Intermediaries (in particular credit institutions), shareholders' associations, voting rights advisers and other persons treated as such in accordance with section 135 (8) AktG may only exercise voting rights for shares which do not belong to them but for which they are registered as holders in the share register if they have been authorised to do so by the shareholder.

Registering for the 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 General Meeting are considered to be shareholders of the Company (section 67 (2) sentence 1 AktG). The status of registration in the share register on the day of the General Meeting is decisive for determining the right to participate and the number of votes. This will correspond to the position at midnight on 28 May 2025 (24:00 hours CEST) (the "Technical Record Date"), because for organisational reasons there will be a freeze on the transfer of shares from 29 May 2025, 00:00 hours CEST, until 4 June 2025, 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 General Meeting has concluded. 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 interest, any requests for entries to be made.

3.

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

Duly registered 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 may not exercise voting rights according to their own discretion. The voting representatives will abstain from voting on resolutions for which no express instructions have been given. Voting representatives cannot accept any instructions or orders to file objections to resolutions of the General Meeting, or to submit questions or propose motions.

Duly registered shareholders may use the power of attorney and instruction form, which is sent together with the registration form and the tickets, to authorise the Company's voting representatives who will then be bound by your instructions. Additionally, a power of attorney form can also be downloaded from the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

If shareholders use the power of attorney and instruction form, the power of attorney granted and instructions given to the Company's voting representative who is bound by your instructions can only be issued, amended or revoked in writing

- by post to the following address:
ProCredit Holding AG
c/o Computershare Operations Center
80249 München, **or**
- by e-mail to: anmeldestelle@computershare.de

by midnight on 3 June 2025 (24:00 hours CEST) at the latest. The date of receipt by the Company determines the validity of the granting, amendment and/or revocation of the power of attorney and/or instruction.

Further information on granting power of attorney and issuing instructions to the Company's voting representatives will be sent to shareholders together with the registration form and the tickets.

4.

Authorisation of third parties/proxies to exercise voting and other rights

In addition to the voting representatives nominated by the Company, duly registered shareholders may also authorise a third party to exercise their voting rights and other shareholder rights by proxy (**authorised third parties/proxies**). Authorised third parties/proxies may in turn exercise such voting rights by issuing a power of attorney and instructions to the Company's voting representatives (see above).

The granting of the power of attorney, its revocation and the proof of authorisation of third parties/proxies 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 third parties/proxies to exercise voting rights in accordance with section 135 AktG (granting power of attorney to intermediaries (in particular banks), shareholders' associations, voting rights advisers or other persons who are treated as equivalent in accordance with section 135 (8) AktG), special features must generally be observed. 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 third party representative/proxy about any special features of said power of attorney and to agree on these.

Intermediaries (in particular credit institutions), shareholders' associations, voting rights advisers or other persons who are deemed to be equivalent pursuant to section 135 (8) AktG and who represent a majority of shareholders are recommended to contact the registration office at the address given below prior to the General Meeting with regard to the exercise of voting rights.

If no intermediary (in particular a credit institution), no shareholders' association, no voting rights adviser nor any other person deemed equivalent pursuant to section 135 (8) AktG has been granted power of attorney, the power of attorney can be granted either to the Company or directly to the authorised third party representative/proxy (in this case, written proof of granting power of attorney to the Company is required). The power of attorney to the Company or proof thereof (e.g. copy or scan of the power of attorney) must be submitted to the Company

- by post to the following address:
ProCredit Holding AG
c/o Computershare Operations Center
80249 München, **or**
- by e-mail to: anmeldestelle@computershare.de

by midnight on 3 June 2025 (24:00 hours CEST) at the latest. The same applies to revocation of the power of attorney.

Duly registered shareholders who wish to authorise a third-party representative are requested to use the power of attorney form provided by the Company for this purpose and included with the registration form and the ticket. It can also be downloaded from the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

Further instructions on granting power of attorney to third parties will be sent to shareholders together with the registration form and the tickets.

5.

Further information on the exercise of voting rights

If conflicting declarations are received via different transmission channels and it is not clear which one was submitted last, they will be considered in the following order: 1. Pursuant to section 67c (1) and (2) sentence 3 AktG in conjunction with article 2 (1) and (3) and article 9 (4) of Implementing Regulation (EU) 2018/1212); 2. by e-mail; 3. by letter.

Should declarations with more than one form of exercising voting rights be received via the same channel and it is not clear which one was submitted last, the following will apply: The granting of power of attorney and instructions to the Company's voting representatives takes precedence over the granting of power of attorney and instructions to an intermediary, a shareholders' association, a voting rights adviser pursuant to section 134a AktG and a person equivalent to these pursuant to section 135 (8) AktG.

If an intermediary, a shareholders' association, a voting rights adviser pursuant to section 134a AktG and a person equivalent to these pursuant to section 135 (8) AktG are not willing to act as a representative, the Company's voting representatives shall be authorised to act as representatives in accordance with the instructions.

If an individual vote is held on an agenda item instead of a collective vote, the instruction issued on this agenda item shall be deemed to apply accordingly to each individual item put to the vote.

The votes cast by authorised representative/proxy and, if applicable, instructions on agenda item 2 (Utilisation of unappropriated earnings) shall remain valid even in the event of an adjustment to the proposal on the utilisation of unappropriated earnings as a result of a change in the number of shares carrying dividend rights.

Further information for intermediaries:

Registration for the General Meeting, the granting of proxies and instructions to proxies nominated by the Company and the authorisation of third parties can also be submitted to the Company via intermediaries in accordance with section 67c (1) and (2) sentence 3 AktG in conjunction with article 2 (1) and (3) and article 9 (4) of Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX). For transmission via SWIFT, authorisation via the SWIFT Relationship Management Application (RMA) is required.

6.

Information on the rights of shareholders

6.1 Motions to expand the agenda pursuant to section 122 (2) AktG

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 BGB [German Civil Code]) and addressed to the Management Board of the Company; it must be received by the Company **at the latest by midnight (24:00 hours CEST) on 4 May 2025** at one of the following addresses:

ProCredit Holding AG
Management Board
Annual General Meeting 2025
Rohmerplatz 33-37
60486 Frankfurt am Main

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

The respective shareholders must prove that they have owned the shares for at least 90 days before the request was received and that they will continue to hold said shares until the Management Board of the Company 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 announced with the notice of convocation of the General Meeting, be published in the Federal Gazette immediately upon receipt of the request and in the same manner as the convocation. They are also published on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

and communicated to the shareholders pursuant to section 125 (2) and (1) sentence 3 AktG.

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

Shareholders may make counter-motions against resolution proposals of the Management Board and/or Supervisory Board of the Company with respect to individual agenda points and submit nomination proposals for elections appearing on the agenda, which will be made available by the Company prior to the General Meeting subject to the conditions described below.

Counter-motions (including grounds) and election proposals that are to be made accessible must be sent in text form to one of the following addresses:

ProCredit Holding AG
Management Board
Annual General Meeting 2025
Rohmerplatz 33-37
60486 Frankfurt am Main

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

It will not be possible to consider counter-motions and nomination proposals addressed in any other 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 20 May 2025** at the latest.

Any counter-motions or election proposals received in good time from shareholders will be published on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

along with the name of the shareholder and any grounds given, as well as any comments by the Management Board and the Supervisory Board of the Company.

The Company is not required to publish a counter-motion (nor its grounds) 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 General Meeting being illegal or in violation of the Articles of Association. The grounds 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, a nomination need not be published if it does not contain the name, profession and place of residence of the candidate for the Supervisory Board (or, in the case of auditing companies, the company name and registered office) (section 127 sentence 3 in conjunction with section 124 (3) sentence 4 AktG) and/or does not include the information required pursuant to section 125 (1) sentence 5 AktG.

The right of each shareholder to submit counter-motions to any of the agenda items and make election nominations during the General Meeting, even without prior due notice having been given to the Company, shall remain unaffected.

Please note that it shall only be possible to put counter-motions (including grounds) and election nominations proposed by shareholders to the vote if they are made during the General Meeting, even when these have been submitted in advance to the Company in a timely manner.

6.3 Right of the shareholder to information pursuant to section 131 (1) AktG

Each shareholder or shareholder's representative may, at the General Meeting, request information on matters relating to the Company, provided that such information is required for a proper evaluation of an item of the agenda. The duty to provide information shall also extend to the Company's legal and business relations with an affiliated enterprise, and to the situation of the group and the companies falling within the scope of its consolidated financial statements.

Requests for information in the General Meeting shall, as a rule, be made verbally during discussions. The Management Board of the Company may refuse to provide information if one of the reasons set forth in section 131 (3) AktG applies.

6.4 Additional information on the rights of shareholders

Additional information on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127 and 131 (1) AktG can be found on the Company's website at the following address:

<https://procredit-holding.com/investor-relations/general-meetings/>

7.

Information and documentation regarding the General Meeting

This notice of convocation of the General Meeting, together with the further details and explanations required by law, including the information pursuant to section 124a AktG, the information pursuant to section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212, as well as the original German language version and further information relevant to the General Meeting, are available on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

from the time the convocation of the General Meeting is announced.

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

Voting results will be made available after the General Meeting on the Company's website at

<https://procredit-holding.com/investor-relations/general-meetings/>

8.

UTC times

All times are given in Central European Summer Time (CEST), which is the standard time in Germany. Coordinated universal time (UTC) corresponds to CEST minus two hours.

9.

Binding nature of the votes; voting majorities

The scheduled votes on agenda items 2 to 6 and 8 to 10 are binding. The scheduled vote on agenda item 7 is advisory in nature. Shareholders may vote "yes" (for), "no" (against) or abstain from voting (abstention) on all votes.

The resolutions of the General Meeting regarding items 2 to 10 of the agenda each require a simple majority of the votes cast and, in addition, a simple majority of the share capital represented when the resolution is adopted for agenda item 8, and three quarters of the share capital represented when the resolution is adopted for agenda items 9 and 10.

10.

Information on data protection

ProCredit Holding AG, Rohmerplatz 33-37, 60486 Frankfurt am Main, processes personal data of its shareholders and any shareholder representatives as the data controller in connection with the preparation, conduct and follow-up of its General Meeting. These data include in particular name, place of residence or address, any e-mail address, the respective shareholding, entry ticket number and additional information arising in connection with the General Meeting (e.g. any proxies issued).

The purpose of data processing is to enable the shareholders and shareholder representatives to participate in the General Meeting and to exercise their rights before and during the General Meeting. The Company also processes personal data to fulfil legal obligations in connection with the holding of the General Meeting.

In connection with its General Meeting, the Company commissions various service providers and consultants. These parties only receive personal data from the Company that is necessary for the execution of their respective contractual duties and they process this data, insofar as legally required, exclusively in accordance with the Company's instructions.

Under certain legal conditions, you shall, with respect to your personal data and its processing, have the right to access, to rectification, to restriction, to object, to erasure, and to data portability. Moreover, you have the right to lodge a complaint with data protection supervisory authorities.

Details on the handling of personal data in connection with the General Meeting and your rights under the EU General Data Protection Regulation can be found in our privacy policy on the Company's website at <https://www.procredit-holding.com/investor-relations/general-meetings>. For further data protection questions in the context of our General Meeting and for the assertion of data subject rights, please contact our data protection officer by e-mail at pch.datenschutz@procredit-group.com.

Frankfurt am Main, April 2025

ProCredit Holding AG

Management Board

Hubert Spechtenhauser	Christoph Beeck
Eriola Bibolli	Georgios Chatzis
Christian Dagrosa	Dr Gian Marco Felice