



ProCredit
H O L D I N G

**Invitation to the
Annual General Meeting
on 3 June 2026**

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

Unique identifier pursuant to Table 3 of the Annex of
Implementing Regulation (EU) 2018/1212: 98ce1f048202f111b552ec75f1f2e92d

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, 3 June 2026, at 10:00 a.m. (CEST)

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

¹For 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**
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disclosures pursuant to section 289a sentence 1 and section 315a sentence 1 HGB, and the report of the Supervisory Board for the 2025 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 2025 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 2025 financial year in the amount of EUR 120,719,754.13 be allocated as follows:

2.1	Dividend payment of EUR 0.47 per share (58,898,492 shares)	EUR 27,682,291.24
2.2	The remaining unappropriated earnings are to be carried forward to new account (retained earnings)	EUR 93,037,462.89

= EUR 120,719,754.13

3. Adoption of a resolution to ratify the acts of the members of the Management Board for the 2025 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 2025 financial year be ratified for the 2025 financial year.

4. Adoption of a resolution to ratify the acts of the members of the Supervisory Board for the 2025 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 2025 financial year be ratified for the 2025 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 2026 as well as the auditor for the review of the abridged financial statements and the interim management report for the first half of 2026

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed auditor for the annual financial statements and the consolidated financial statements for the 2026 financial year as well as auditor for any review of the interim financial report for the first half of 2026.

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**) to propose to the Annual General Meeting that either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to provide the aforementioned audit services. As part of this recommendation, the Audit Committee informed the Supervisory Board of its considered preference for BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg.

The Audit Committee has declared 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 2026 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 2026 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) as amended by Directives (EU) 2022/2464 (CSRD) of 14 December 2022 and (EU) 2025/794 of 14 April 2025, 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 to propose to the Annual General Meeting that either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to provide the aforementioned audit services. As part of this recommendation, the Audit Committee informed the Supervisory Board of its considered preference for BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg.

The Audit Committee has declared 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 2025 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 2025 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 2025 financial year, which was prepared and audited in accordance with section 162 AktG, be approved.

8. Adoption of a resolution on elections to the Supervisory Board

The terms of office of Supervisory Board members Mr Rainer Peter Ottenstein and Dr H.P.M. (Ben) Knapen will each expire at the close of this General Meeting.

As stipulated in article 8 (1) of the Company's Articles of Association, the Supervisory Board has eight members and, in accordance with section 96 (1) and 101 (1) AktG, is comprised of Supervisory Board members representing the shareholders.

The Supervisory Board proposes that

8.1 Mr Eelko Bronkhorst, Managing Director of Crosspath International B.V., Bussum, Netherlands,

8.2 Mr Markus Neukirch, Member of the Management Board of Deutsche WertpapierService Bank AG, Reichelsheim, Germany

each be elected to the Supervisory Board for the period from the close of this General Meeting until the close of the General Meeting that resolves on the ratification of the acts of the Supervisory Board for the 2029 financial year.

As Mr Rainer Peter Ottenstein's position as Chair expires at the close of the General Meeting convened with this invitation, it is pointed out that it is intended to propose Mr Eelko Bronkhorst as Chair, provided that he is elected to the Supervisory Board.

The curricula vitae of the proposed candidates as well as supplementary information, in particular on memberships of other statutory supervisory boards and comparable supervisory bodies as well as on the respective relevant knowledge, skills and experience (including expertise within the meaning of section 100 (5) AktG) are included in this notice of convocation below in Section

II (“Information on the Supervisory Board candidates proposed for election (agenda item 8)”) and are available on the Company’s website at

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

In accordance with Recommendation C.1 of the German Corporate Governance Code as amended on 28 April 2022 (GCGC), the nomination proposals take into account the specific objectives determined by the Supervisory Board regarding its composition, while striving to fulfil the overall competence profile developed by the Supervisory Board for the entire body.

It is the opinion of the Supervisory Board that both proposed candidates are independent within the meaning of Recommendations C.6 and C.7 GCGC. Furthermore, the Supervisory Board has ascertained from both proposed candidates that they are able to devote the requisite amount of time to serving on the Supervisory Board of the Company. The candidates are to be elected individually at the Supervisory Board election within the meaning of Recommendation C.15 GCGC.

II.

Information on candidates proposed for election to the Supervisory Board (agenda item 8)

Eelko Bronkhorst

- Place of residence: Bussum, Netherlands
- Date of birth: 19 November 1959
- Nationality: Dutch
- Profession: Managing Director, Crosspath International B.V., Amsterdam, Netherlands

Professional history

- 07/2018 – 12/2025, Chairperson of the Board of Directors, ADVANS Group, Luxembourg/Paris, Luxembourg/France
- 11/2015 – 07/2018, Member of the Board of Directors, ADVANS Group, Luxembourg/Paris, Luxembourg/France
- 07/2007 – 05/2009, Chief Executive Officer, Orangefield Group (Formerly ING Trust), Amsterdam, Netherlands
- 01/2006 – 07/2007, Managing Director, Terra Development Partners B.V., Amsterdam, Netherlands
- 03/2004 – 01/2006, Chief Executive Officer & Managing Director Private Banking Emerging Markets, ABN AMRO Bank (Switzerland) AG, Zurich, Switzerland
- 01/2001 – 03/2004, Managing Director & Regional Head Integrated Energy Asia Pacific, North Africa & Middle East, ABN AMRO Bank N.V., Singapore, Singapore
- 11/1998 – 01/2001, Chief Executive Officer & Country Head South Korea, ABN AMRO Bank N.V., Seoul, South Korea
- 04/1996 – 11/1998, Senior Vice President & Deputy CEO, Head Corporate Banking & Structured Finance, ABN AMRO Bank N.V., Jakarta, Indonesia
- 04/1994 – 03/1996, Vice President / Business Development U.S. Midwest Region, Rabobank International, Chicago, USA
- 01/1991 – 04/1994, Assistant Vice President / Relationship Manager, ABN AMRO Bank N.V., Chicago/Pittsburgh, USA
- 09/1986 – 01/1991, International Management Trainee & Management Recruiter, ABN AMRO Bank N.V., Amsterdam, Netherlands

Education

- 1980 – 1986, Master of Law in International Public Law, Commercial & Trade Law (double major), Utrecht University, Utrecht, Netherlands
- 1999, INSEAD/ Advanced Management Programme, Fontainebleau, France

Mandates

Statutory supervisory boards and comparable bodies:

- Member of the Supervisory Board of PharmAccess Foundation, Amsterdam, Netherlands

Relevant knowledge, skills and professional experience

Extensive experience in international banking and impact finance leadership across Europe, Asia, Africa and the US, with a particular focus on corporate banking, SME and Microfinance, banking governance and transformation

Markus Neukirch

- Place of residence: Reichelsheim, Germany
- Date of birth: 09 June 1968
- Nationality: German
- Profession: Member of the Management Board (COO), Deutsche WertpapierService Bank AG, Frankfurt am Main, Germany

Professional history

- 01/2012 – 01/2017, Divisional Board Member, Global Head of Markets Operations, Commerzbank AG, Frankfurt am Main, Germany
- 02/2009 – 01/2012, Executive Vice President, Global Divisional Head of Corporate & Investment Banking IT, Commerzbank AG, Frankfurt am Main, Germany
- 04/2007 – 01/2009, Executive Vice President, Divisional Head of Corporate Centre IT, Commerzbank AG, Frankfurt am Main, Germany
- 01/2005 – 04/2007, Executive Vice President, Global Divisional Head of Investment Banking & Asset Management IT, Commerzbank AG, Frankfurt am Main, Germany
- 04/2004 – 12/2004, Executive Vice President, Global Divisional Head of Delivery Services (AMS) Investment Banking, Commerzbank AG, Frankfurt am Main, Germany
- 05/2002 – 04/2004, Executive Vice President, Local Head of Investment Banking IT, Commerzbank AG, Frankfurt am Main, Germany
- 05/1998 – 04/2002, Group Leader Global Securities Front Office Development, Commerzbank AG, Frankfurt am Main, Germany
- 01/1998 – 04/1998, Business Analyst Equity Front Office, Dresdner Bank Global Equities, Frankfurt am Main, Germany
- 07/1996 – 12/1997, Front Office Developer Equity Derivatives, Commerzbank AG, Frankfurt am Main, Germany
- 01/1994 – 06/1996, Support Engineer, Object Design GmbH, Wiesbaden, Germany

Education

- 10/1988 – 12/1993, Diplom Informatiker (Computer Science Graduate), Saarland University, Saarbrücken, Germany

Mandates

Statutory supervisory boards and comparable bodies:

- Member of the Clearstream Group Advisory Board, Clearstream Banking S.A., Luxembourg, Luxembourg

- Member of the Board of the Hamburg Stock Exchange, Hamburg, Germany
- Member of the Supervisory Board of lemon.markets brokerage GmbH, Berlin, Germany
- Member of the Supervisory Board of dwp Software Magyarország Kft., Budapest, Hungary
- Member of the Supervisory Board of dwp Service GmbH, Halle, Germany

Relevant knowledge, skills and professional experience

Extensive experience in bank management, with a particular focus on IT operations and digital transformation.

III.

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 27 May 2026** 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 27 May 2026 (24:00 hours CEST) (the "Technical Record Date"), because for organisational reasons there will be a freeze on the transfer of shares from 28 May 2026, 00:00 hours CEST, until 3 June 2026, 24:00 hours CEST, and no new registrations or de-registrations 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 or their authorised representatives 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 such 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 or their authorised representatives 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 such 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/>

In the period leading up to the General Meeting, shareholders or their authorised representatives may send their power of attorney and instruction forms to the Company's voting representatives, who are bound by those instructions, by post or email, e.g. using the power of attorney and instruction form, exclusively

- 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 2 June 2026 (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.

On the day of the General Meeting, the entrance and exit control point for the meeting will also be available from 9:30 a.m. for the purpose of issuing powers of attorney and instructions to the Company's voting representatives.

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 or their authorised representatives may also authorise a third party to exercise their voting rights and other shareholder rights by proxy (**authorised third parties/proxies**).

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 text form (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, or their authorised representatives, 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, proof in text form 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 2 June 2026 (24:00 hours CEST) at the latest. The same applies to revocation of the power of attorney.

Duly registered shareholders, or their authorised representatives, 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/>

On the day of the General Meeting, the entrance and exit control point for the meeting will also be available from 9:30 a.m. for the purpose of verifying powers of attorney. A power of attorney may be verified by presenting the duly executed power of attorney at the entrance on the day of the General Meeting.

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, they will be considered in the following order, regardless of the sequence in which they were received:

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, 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.

Appearing in person shall be deemed to revoke any powers of attorney to third parties, power of attorney and instructions to the Company's voting representatives, and 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, CMDHDEMXXX). 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 3 May 2026** at one of the following addresses:

ProCredit Holding AG
Management Board
Annual General Meeting 2026

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 2026
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 19 May 2026** 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, as well as on item 8, 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 8 of the agenda each require a simple majority of the votes cast.

10.

Information on data protection

ProCredit Holding AG, Rohmerplatz 33-37, 60486 Frankfurt am Main, processes personal data of its shareholders and any authorised third party 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, type of share ownership, entry ticket number and additional information arising in connection with the General Meeting (e.g. the contents of any counter-motions and nomination proposals, and their grounds).

The purpose of data processing is to enable the shareholders and any authorised third parties 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.

Insofar as the Company engages service providers to conduct its General Meeting, these service providers process personal data exclusively on behalf of and in accordance with the instructions of the Company.

Under certain legal conditions, shareholders and any authorised third parties shall, with respect to their personal data and its processing, have the right to access, to rectification, to restriction, to object, to erasure, and to data portability. Moreover, they 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 the rights of shareholders and any authorised third parties 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, our data protection officer is available by e-mail at pch.datenschutz@procredit-group.com or by post at the address above.

Frankfurt am Main, April 2026

ProCredit Holding AG

Management Board

Eriola Bibolli

Christoph Beeck

Georgios Chatzis

Christian Dagrosa