

**Annual General Meeting 2020  
of Deutsche Pfandbriefbank AG  
on 28 May 2020**

On the basis of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (Article 2 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020, Federal Law Gazette I 2020, p. 569), hereinafter "Covid-19 Act", the Management Board of Deutsche Pfandbriefbank AG decided, with the approval of the Supervisory Board, to hold the Annual General Meeting as a virtual Annual General Meeting without physical presence of either the shareholders or their authorized representatives (hereinafter "Virtual Annual General Meeting"). Physical attendance by shareholders or their authorized representatives is therefore excluded.

**Information concerning shareholders' rights pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (Aktiengesetz, "AktG")**

**1. Requests for additions to the agenda as per section 122 (2) of the AktG**

Pursuant to section 122 (2) of the AktG, shareholders whose combined shareholdings add up to a twentieth of the share capital, or reach the proportionate amount of EUR 500,000.00 of the Company's share capital (corresponding to 176,767 shares), may request that certain items be included in the agenda and communicated. Each new item to be added must be accompanied by an explanation or a proposal. Such a request must be addressed, in writing or in electronic form according to section 126a of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB") (i.e. with qualified electronic signature), E-mail (with qualified electronic signature) [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de) to the Management Board of Deutsche Pfandbriefbank AG, Parkring 28, 85748 Garching. The Company must receive such a request by Monday, 27 April 2020, 24:00 hours (CEST) at the latest.

Amendments to the agenda that require communication (unless they were already communicated with the convocation) will be published, without undue delay following receipt of the request, in the German Federal Gazette and in such other media that can be assumed to distribute information throughout the entire European Union. In addition, they will also be published on our website [www.pfandbriefbank.com/investoren/hauptversammlung/](http://www.pfandbriefbank.com/investoren/hauptversammlung/), and communicated to the shareholders in accordance with section 125 (1) sentence 3 of the AktG (in the currently applicable version).

The shareholders' rights that the provisions of the AktG are based on are as follows:

**Section 122 Convocation on the request of a minority**

- (1) <sup>1</sup>The General Meeting is to be convened if shareholders whose combined shareholdings add up to one twentieth of the share capital request this in writing, stating the purpose and reasons for the convocation; the request must be addressed to the Management Board. <sup>2</sup>The Articles of Association may require another form of request, or make the right to request the calling of a General Meeting dependent on a smaller shareholding in the registered share capital. <sup>3</sup>Applicants must prove that they have held the shares for at least 90 days prior to the day when the request is received, and that they will hold the shares until the Management Board decides on the request. <sup>4</sup>Section 121 (7) applies *mutatis mutandis*.
- (2) <sup>1</sup>Shareholders whose combined shareholdings add up to one twentieth of the share capital, or reach the proportionate amount of EUR 500,000.00 of the Company's share capital, may request that certain items be included in the agenda and communicated. <sup>2</sup>Each new item to be added must be accompanied by an explanation or a proposal. <sup>3</sup>Any request within the meaning of sentence 1 must be received by the Company no less than 24 days, in the case of listed companies no less than 30 days, prior to the meeting; the day of receipt shall not be included in the calculation.
- (3) <sup>1</sup>If the request is not fulfilled, the court may authorise the shareholders who submitted the request to convene the General Meeting, or to communicate the item. <sup>2</sup>The court may simultaneously determine the Chairman of the Meeting. <sup>3</sup>The authorisation must be indicated in the convening or communication. <sup>4</sup>An appeal is admissible against this decision. <sup>5</sup>Applicants must prove that they will hold the shares until the court's decision.

- (4) *The Company bears the costs of the General Meeting and, in the case that (3) occurs, also the litigation costs if the court finds for the claimant.*

**Section 121 General provisions [excerpt]**

- (7) <sup>1</sup>*When determining deadlines and dates which are counted backwards from the date of the Meeting, the day of the Meeting shall not be included in the calculation of such deadlines and dates.* <sup>2</sup>*Postponing to, or bringing forward from, a Sunday, Saturday or a public holiday to a preceding or following business day is not permissible.* <sup>3</sup>*Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not apply analogously.* <sup>4</sup>*For unlisted companies, the Articles of Association may determine a different calculation of the deadline.*

**Section 70 Calculation of shareholding period**

<sup>1</sup>*Where exercising the rights of a share depends on the shareholder having been in possession of the share for a specific time period, a claim to transfer of ownership against a credit institution, financial services provider or a company acting as per section 53 (1) sentence 1 or section 53b (1) sentence 1 or 53b (7) of the German Banking Act (Kreditwesengesetz, "KWG") shall be deemed equivalent to ownership.* <sup>2</sup>*The shareholding period of a predecessor in title is ascribed to the shareholder if the latter acquired the share free of charge, from his trustee, as universal successor, in the event of the liquidation of a Community, or a portfolio transfer pursuant to section 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or section 14 of the German Home Loan Savings Associations Act (Gesetz über Bausparkassen).*

**2. Counter-proposals and nominations according to sections 126 (1), 127 of the AktG**

Each shareholder is entitled to lodge counter-proposals in response to resolutions proposed on the agenda items, or to nominate any person or institution to be appointed as a member of the Supervisory Board, or as auditor.

If the counter-proposals pursuant to section 126 (1) of the AktG are to be made available by the Company prior to the Annual General Meeting, they must be sent to the Company, including an explanatory remark, no later than 14 days prior to the Annual General Meeting (the day of receipt is not counted), i.e. by Wednesday, 13 May 2020, 24:00 hours (CEST), either by post to the address Deutsche Pfandbriefbank AG, Investor Relations, Attn. Mr Michael Heuber, Parkring 28, 85748 Garching, Germany. Counter-proposals sent to other addresses need not be made available.

The time of receipt of a counter-proposal in the Company's mailroom is decisive for meeting the deadline. In the case that one of exclusions in accordance with section 126 (2) of the AktG applies, a counter-proposal need not be made available. Substantiations also not need be made accessible where they exceed 5,000 characters in total.

Subject to section 126 (2), (3) of the AktG, shareholders' counter-proposals that are to be made available will be published at [www.pfandbriefbank.com/hauptversammlung/](http://www.pfandbriefbank.com/hauptversammlung/) together with the shareholder's name and an explanatory remark, as well as any related statements by the management.

According to section 127 of the AktG, these rules also apply, *mutatis mutandis*, to shareholder nominations for the appointment of auditors. Such nominations must also be sent to the Company exclusively by post to the address Deutsche Pfandbriefbank AG, Investor Relations, Attn. Mr Michael Heuber, Parkring 28, 85748 Garching, Germany, no later than 14 days prior to the Annual General Meeting, i.e. by Wednesday, 13 May 2020, 24:00 hours (CEST). Such nominations need not be justified. In addition to the grounds defined in section 126 (2) of the AktG, a nomination needs not be made available by the Management Board inter alia if the nomination does not contain name, executed profession and residence of the candidate.

The Company will treat counter-proposals and election nominations which are duly made, admissible and timely submitted as if they had been made orally at the Annual General Meeting. This also applies to counter-proposals to agenda items that have been placed on the agenda at the request of a minority of shareholders pursuant to section 122 (2) of the AktG on the basis of admissible and timely submitted supplementary motions to the agenda.

The shareholders' rights that the provisions of the AktG (in the currently applicable version) are based on – which also determine in which cases counter-proposals and nominations need not be made available – are as follows:

**Section 126 Motions by shareholders**

(1) <sup>1</sup>Motions by shareholders, including the shareholder's name, the substantiation and any statement by the management, shall be made available to the entitled parties listed in section 125 (1) to (3), provided that the requirements stated therein are met, if the shareholder has forwarded a counter-proposal to a proposal of the Management Board and the Supervisory Board on a particular agenda item, including its substantiation, no less than 14 days prior to the Company's Meeting to the address specified in the invitation for this purpose. <sup>2</sup>The day of receipt shall not be included in the calculation of the deadline. <sup>3</sup>For listed companies, the information to be made available must be accessible via the Company's website. <sup>4</sup>Section 125 (3) shall apply *mutatis mutandis*.

(2) <sup>1</sup>Counter-proposals and their substantiation do not need to be made available if

1. the Management Board would incur criminal liability by doing so;
2. the counter-proposal would result in the passing of a resolution by the General Meeting that is in contravention of the law or the Articles of Association;
3. material points of the substantiation contain manifestly incorrect or misleading information, or insults;
4. a counter-proposal of the shareholder that is based on the same issue has already been made available to a Company's General Meeting pursuant to section 125;
5. the same counter-proposal of the shareholder, including essentially the same substantiation, was made available to at least two of the Company's General Meetings over the past five years pursuant to section 125, and less than one-twentieth of the share capital represented at the General Meeting voted in favour of such counter-proposal;
6. where the shareholder indicates that he does not wish to attend the General Meeting in person or to be represented by a proxy; or
7. where, at two General Meetings during the past two years, the shareholder failed, in person or by proxy, to bring forward the counter-proposal previously communicated by him.

<sup>2</sup>Substantiations of a counter-proposal need not be made accessible if they exceed 5,000 characters in total.

(3) Where several shareholders bring forward counter-proposals with regard to the same item to be resolved, the Management Board may combine the counter-proposals and their substantiations.

**Section 127 Nominations by shareholders**

<sup>1</sup>Section 126 shall apply, *mutatis mutandis*, to shareholder nominations for the appointment of members of the Supervisory Board or of auditors. <sup>2</sup>Such a nomination need not be justified. <sup>3</sup>Furthermore, the Management Board not need make said nomination accessible if such nomination does not include the information specified in section 124 (3) sentence 4 and section 125 (1) sentence 5. <sup>4</sup>The Management Board shall add the following information to a shareholder nomination for the appointment of Supervisory Board members of a listed company to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal, Iron and Steel Industry Co-Determination Act (*Montan-Mitbestimmungsgesetz*, "Montan-MitbestG") or the Co-Determination Amendment Act (*Mitbestimmungsergänzungsgesetz*) applies – must include:

1. Note on the requirements of section 96 (2);
2. Disclosure of whether objections were raised against total fulfillment as set out in section 96 (2) sentence 3; and
3. Disclosure of how many seats within the Supervisory Board have to be taken by female and male members in order to fulfil the mandatory minimum quota pursuant to section 96 (2) sentence 1.

**Section 124 Publication of amendment motions; proposals for resolutions [excerpt]**

- (3) <sup>1</sup>When announcing a Meeting, the Management Board and Supervisory Board, in the case of passing resolutions according to section 120a (1) sentence 1 and the election of Supervisory Board members or auditors, only the Supervisory Board, must make proposals for resolution on each agenda item to be decided on by the General Meeting. <sup>2</sup>In the case of listed companies within the meaning of section 264d of the German Commercial Code (Handelsgesetzbuch, "HGB"), CRR credit institutions as per section 1 (3d) sentence 1 of the KWG, with the exception of institutions set out in section 2 (1) no. 1 and 2 of the KWG, or insurance companies within the meaning of section 2 (1) of the Council Directive 91/674/EEC, the proposal submitted by the Supervisory Board for the appointment of an auditor is to be based on the recommendation of the Audit Committee. <sup>3</sup>Sentence 1 does not apply if the General Meeting is bound to nominations as set out in section 6 of the Montan-MitbestG when electing Supervisory Board members, or if the agenda item to be decided on has been added to the agenda on the request of a minority. <sup>4</sup>Nominations of Supervisory Board members or auditors must include name, executed profession and residence of the candidate. <sup>5</sup>If the Supervisory Board is to include employees as members of the Supervisory Board, resolutions passed by the Supervisory Board on nominations for the election of Supervisory Board members only require the majority of votes cast by the shareholder representatives on the Supervisory Board; section 8 of the Montan-MitbestG shall remain unaffected.

**Section 125 Notifications for Shareholders and Supervisory Board members [currently applicable version]**

- (1) <sup>1</sup>The Management Board has to inform credit institutions and shareholders' associations which exercised voting rights for shareholders in the last General Meeting, or which have requested to be notified about the convocation of the General Meeting, no less than 21 days prior to the Meeting. <sup>2</sup>The day of notification shall not be included in the calculation of the deadline. <sup>3</sup>In the event that the agenda is to be amended pursuant to section 122 (2), listed companies must notify the entitled parties of the amended agenda. <sup>4</sup>The notification must include the information that voting rights may be exercised by way of authorised representatives, including shareholders' associations. <sup>5</sup>For listed companies, nominations for the election of Supervisory Board members shall include details on the membership of the proposed candidates for election to the Supervisory Board in other statutory supervisory boards, as well as on any offices held in similar governing bodies of commercial enterprises within Germany or abroad.
- (2) <sup>1</sup>The Management Board must provide the same notification to shareholders who request it, or to those shareholders who are named as shareholders in the Company's share register at the beginning of the 14<sup>th</sup> day before the Meeting. <sup>2</sup>The Articles of Association may restrict the means of transmission to electronic communication.
- (3) Every Supervisory Board member may request that the Management Board send him the same notifications.
- (4) Every Supervisory Board member and every shareholder must be informed about the resolutions decided upon at the General Meeting if they so request.
- (5) Financial services providers and companies acting in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or 53b (7) of the KWG are seen as equivalents to credit institutions.

**3. Possibility to submit statements**

Due to the concept of the Virtual Annual General Meeting based on the Covid-19 Act, shareholders will not be able to comment on the agenda at the Annual General Meeting.

The Company therefore provides shareholders who have registered in due time the possibility of submitting statements with reference to the agenda for publication by the Company on its website at [www.pfandbriefbank.com/investoren/hauptversammlung/](http://www.pfandbriefbank.com/investoren/hauptversammlung/) prior to the Virtual Annual General Meeting. Shareholders who wish to submit a statement are requested to send it, including the name and the number of the voting card, to the Company in text form in German or English language, by 26 May 2020, 24:00 hours (CEST) at the latest to the address of Deutsche Pfandbriefbank AG, Investor Relations, Attn. Mr. Michael Heuber, Parkring 28, 85748 Garching, Germany, or by e-mail to [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de).

The length of a statement should not exceed 10,000 characters. The name of the submitting shareholder will be disclosed in the publication only if the shareholder has expressly agreed to such disclosure when submitting the statement.

This does not imply a right to have a submitted statement published. In particular, the Company reserves the right to refrain from publishing statements with offensive content, content that could qualify as a criminal offence, obviously false or misleading content or content without any reference to the agenda of the Annual General Meeting. This also applies to statements the length of which exceed 10,000 characters or which have not been received by the Company in text form in German or English language by 26 May 2020, 24:00 hours (CEST). Furthermore, the Company reserves the right to publish only one statement per shareholder. The Company will decide whether published statements will remain accessible on the Company's website after the Virtual Annual General Meeting.

If shareholders wish to address questions to the Management Board of the Company, this is only possible by way of electronic communication via the Online AGM Service at [www.pfandbriefbank.com/investoren/hauptversammlung/](http://www.pfandbriefbank.com/investoren/hauptversammlung/) as described below under Section 4.

#### 4. Right to disclosure / possibility to ask questions

According to the Covid-19 Act, the shareholders are not entitled to disclosure within the meaning of section 131 of the AktG, but they are given the possibility to ask questions at the Annual General Meeting by means of electronic communication (section 1 (2) sentence 1 no. 3 Covid-19 Act). This does not imply a right to receive a response.

With the approval of the Supervisory Board, the Management Board of Deutsche Pfandbriefbank AG has decided that questions from shareholders duly registered for the Virtual Annual General Meeting can be addressed to the Management Board via the Online AGM Service at [www.pfandbriefbank.com/investoren/hauptversammlung/](http://www.pfandbriefbank.com/investoren/hauptversammlung/). Questions must relate to matters concerning the Company, the legal and business relations of the Company with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements to the extent that this is necessary for a proper assessment of an item on the agenda.

Questions from shareholders must be received by the Company via the access restricted Online AGM Service of the Company by 26 May 2020, 24:00 hours (CEST) at the latest. It is not possible to ask questions during the Virtual Annual General Meeting.

The Management Board decides at its duty-bound and free discretion which questions it will respond to and how to answer them (section 1 (2) sentence 2 Covid-19 Act). In particular, it may summarize questions and select meaningful questions in the interest of the other shareholders. Furthermore, the Management Board may give preference to shareholders' associations and institutional investors with significant voting interests. Questions in foreign languages will not be considered. The Management Board reserves the right to answer recurring questions in general form in advance on the Company's website.

The shareholders' rights that the provision of the Covid-19 Act is based on are as follows:

**Section 1 Joint Stock Corporations; Partnerships limited by shares; European Companies (SE); Mutual Insurance Associations [excerpt].**

(2) <sup>1</sup>The Management Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

1. the video and audio transmission of the entire meeting takes place,
2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of proxies,
3. the shareholders are given the opportunity to ask questions by means of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from section 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.

<sup>2</sup>The Management Board shall decide at its duty-bound and free discretion which questions it will respond to and how to answer them; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting.

**5. Right of objection**

Shareholders duly and timely registered for the Annual General Meeting may declare objections to resolutions of the Annual General Meeting via the access restricted Online AGM Service at [www.pfandbriefbank.com/investoren/hauptversammlung/](http://www.pfandbriefbank.com/investoren/hauptversammlung/) for recording in the minutes in accordance with section 245 no. 1 of the AktG. The declaration can be made via the access restricted Online AGM Service from the beginning of the Annual General Meeting until the end of the meeting. The notary has authorized the Company to accept objections via the access restricted Online AGM Service and will himself have access to the objections received.

Such shareholders' rights are based on section 1 (2) sentence 1 no. 4 of the Covid-19 Act (as reproduced under Section 4 above).