

Due to the disentanglement of the Group structure of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG, this publication is issued exclusively by Deutsche Pfandbriefbank AG.

**2013 Compensation Report by the Compensation Committee
of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG**

Pursuant to sections 7 and 8 of the Remuneration Regulations for Institutions

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1 Scope and objective of the Compensation Report

This report was prepared by the compensation committee of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG based on the respective provisions of the Remuneration Regulations for Institutions [Institutsvergütungsverordnung – “InstVergV”] of 6 October 2010, the Bank Restructuring Act [Restrukturierungsgesetz] of 17 October 2010, and the Framework Agreement on the Implementation of Stabilizing Measures [Rahmenvertrag zur Gewährung von Stabilisierungsmaßnahmen] of 24 August 2010 and the Remuneration Principles of FMSA (as of February 2012).

This Compensation Report refers to the compensation of the managing directors, senior staff, and employees of Hypo Real Estate Holding AG and its subsidiaries (hereinafter referred to as the “HRE Group”) for fiscal year 2013.

The compensation committee has examined the appropriateness of the structuring of the compensation systems and is providing the following report.

The issuance of this report also satisfies the requirements of section 7 and 8 of the Remuneration Regulations for Institutions.

2 History and context of the reporting period

The introduction of the HRE Group's new compensation system in 2010 was to accommodate the BaFin and FMSA (formerly SoFFin) supervisory requirements concerning compensation in banking introduced by legislatures and regulators. In particular, the regulations that must be considered by the HRE Group include:

- the Remuneration Regulations for Institutions of 6 October 2010;
- the Bank Restructuring Act of 17 October 2010;
- the SOFFIN-Remuneration Principles of February 2010, as well as
- the FMSA Remuneration Principles of February 2012.

Also to be observed by the HRE Group by reason of their implementation in the Remuneration Regulations for Institutions are, at the international level, the FSB Guidelines on Compensation, Directive 2010/76/EU (CRD III) of 24 November 2010, and the CEBS Guidelines on Remuneration Policies and Practices of 10 December 2010. At the same time, the country-specific requirements must be considered by the group companies, which are largely identical in substance to the regulations introduced by the German legislature.

As conceived, the HRE Group's current new compensation system provides for both fixed as well as variable compensation components. The variable compensation provisions, however, are not applicable during the time in which the Bank Restructuring Act is in force. Therefore, due to the conflict between the Remuneration Regulations for Institutions and the Bank Restructuring Act, the HRE Group cannot fulfil the requirements concerning the structuring of compensation systems to the fullest extent. In particular, positive incentives for employees by means of variable compensation are not possible. The regulations on variable compensation under the new compensation system will continue to be maintained as a target system for the time when the Bank Restructuring Act no longer applies to HRE Group. In this regard, the requirements defined in the Public Corporate Governance Codex can also not completely be fulfilled because of the Restructuring Act.

3 Principles and composition of the compensation system

The compensation system's basic principle is to ensure an overall compensation that is appropriate and competitive. Given the HRE Group's prohibition against paying variable compensation under the Bank Restructuring Act, the overall compensation for managers and employees currently consists solely of the fixed annual salary together with a temporary functional allowance, and of social security and fringe benefits. As variable compensation is legally impermissible for employees of the HRE Group, there is therefore currently no possibility of including incentives aimed at monetary influencing behaviour or rewarding performance as part of the compensation.

3.1 Fixed compensation components

All employees of the HRE Group receive a fixed annual salary, which is in principle reviewed and, if necessary, adjusted in the course of an annual standard procedure. In establishing the fixed salaries, the HRE Group is guided by market comparisons of the specific functions. To ensure the appropriateness and competitiveness of the fixed salaries and to comply with the regulatory requirements, the HRE Group uses the services of independent external compensation and legal advisors. In addition, the employees in principle receive a non-permanent functional allowance that is paid out monthly on a fixed basis together with the base compensation to maintain the operative capacity. Excepted from this are specific groups of employees (e.g., employees who have already entered into a termination agreement, employees who have entered into a partial retirement contract), who are listed individually in the respective current group-wide works agreement.

With respect to retirement benefits, the HRE Group has various company retirement pension schemes.

Taking the requirements under tax and social insurance law into account, the HRE Group provides additional social insurance and fringe benefits.

The HRE Group's arrangements concerning company retirement pension schemes as well as social insurance and fringe benefits were likewise reviewed by an external compensation advisor for appropriateness and competitiveness. The analysis of the company retirement pension schemes as well as social insurance and fringe benefits shows that there are specific limited areas in each country in which the HRE Group's range of benefits could be improved.

3.2 Variable compensation components

Variable compensation is currently not permitted for the HRE Group due to section 10 (2a) of the Financial Market Stabilisation Fund Act [Finanzmarktstabilisierungsfondsgesetz – "FMStFG"].

3.3 Special payments under individual contracts

No new promises of special payments were made in the reporting year. To the extent legally required to do so, pre-existing commitments to special payments made prior to the Bank Restructuring Act but due in the reporting year were paid.

4 Governance structure in the compensation area

In line with the rules of the German Stock Corporation Act, Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG have a two-tiered organizational and management structure. It consists of the supervisory board as an independent supervisory body and the management board, which has the responsibility of running the company. The supervisory board oversees, is responsible for, and determines the compensation of the members of the management board, and the management board oversees, is responsible for, and determines the HRE Group's compensation systems of the employees and ratifies the amount and distribution of the compensation. Under the by-laws for the supervisory board of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG, the supervisory board has a reservation of rights concerning the compensation system for the employees.

Following the BaFin circular 22/2009 issued in December 2009, the management boards of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG installed a compensation committee on 22 January 2010. The compensation committee consists of representatives from the personnel area, Real Estate Finance / Public Investment Finance, as well as Risk Management & Control, Board Office / Compliance, Finance and Portfolio Administration and – as a member without a voting right with respect to the tasks – a representative of the internal auditing department. The chairman of the compensation committee is the management board member with responsibility for human resources.

The compensation committee monitors the appropriateness of the compensation of the HRE Group's employees and oversees further development of the compensation system.

The compensation committee informs the management board and the supervisory board of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG of its resolutions and recommendations and prepares an annual report on the appropriateness of the compensation and submits it to the supervisory board and the management board of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG. The compensation committee also reports as needed with regard to specific events. Moreover, the chairman of the supervisory board may directly obtain information from the compensation committee.

In 2013, the compensation committee held 5 regular meetings.

5 Disclosure of compensation data

5.1 No variable compensation in 2013

The statutory prohibition in section 10 (2a) FMStFG against paying any variable compensation for periods of performance starting on 1 January 2011 was implemented in all companies and at all sites of the HRE Group.

5.2 Disclosure of compensation data pursuant to section 7 of the Remuneration Regulations for Institutions

The total compensation that was granted amounted to EUR 127,20 million in 2013. Of this, EUR 127,18 million was in fixed compensation. The difference consists of special payments under individual contracts amounting to EUR 0.02 million¹.

Disclosure under section 7 InstVergV Compensation components in EUR millions	2013 1)						Number of beneficiaries
	CEO	CFO/ COO	CRO	REF/ PIF	T/AM	HRE Group	
Fixed compensation	8,84	34,35	28,71	17,97	37,31	127,18	1,478
Special payments under individual contracts	0.00	0.02	0.00	0.00	0.02	0.02	1
Total compensation	8,84	34,35	28,71	17,97	37,33	127,20	1,478

The amounts are divided up among the management departments existing as of 31/12/2013.

1) Reported are all employees of the HRE Holding, pbb and Depfa. The annual base salary and the functional allowance are based on attendance (or to the exit date) and activity rate, employer's contributions to the social assurance was not taken into consideration.

5.3 Disclosure of compensation data pursuant to section 8 of the Remuneration Regulations for Institutions

Under section 8 of the Remuneration Regulations for Institutions, financial institutions are required to identify employees who might materially affect the risk profile, so-called risk takers, based on a risk analysis undertaken at their own responsibility.

The risk analysis and process to identify risk taker functions was extended in 2013.

On this occasion, the criteria were taken in wide parts already which the European bank supervision (EBA) has published in connection with the realisation of the consultation procedure to the Regulatory Technical standards (EBA / CP / in 2013/11).

Under those criteria, a total of 165 "risk takers" were identified. This amounts to a ratio of 11,16 % of the workforce.

In total 161 "risk takers" have been identified beside the Management Board of the HRE Holding and pbb. The Management Board of the HRE Holding and pbb agreed to the proposal of the Compensation Committee.

With respect to the following disclosure of compensation data, a distinction is made between risk takers and managers. It is being noted that the aforementioned 165 risk takers - also include nine manager functions.

¹ This regards to payments as discribed in 3.3

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The total compensation of the 156 identified “risk takers” (number excludes managers) that was granted amounted to EUR 27,98 million in 2013, which was fully paid in fixed compensation.

Disclosure under section 8 InstVergV							2013
Compensation components in EUR millions	CEO	CFO/COO	CRO	REF/PIF	T/AM	HRE Group	Number of beneficiaries
Fixed compensation	1.75	3,24	8,45	7,08	7,46	27,98	156
Special payments under individual contracts	0.00	0.00	0.00	0.00	0.00	0.00	0
Total compensation	1.75	3,24	8,45	7,08	7,46	27,98	156

The amounts are divided up among the management departments existing as of 31/12/2013.

The total compensation of the 9 managers that was granted amounted to EUR 3,45 million in 2013, which was also fully paid in fixed compensation.

Disclosure under section 8 InstVergV							2013
Compensation components in EUR millions	CEO	CFO/COO	CRO	REF/PIF	T/AM	HRE Group	Number of beneficiaries
Fixed compensation	0.90	1.08	0.31	0.50	0.66	3.45	9
Special payments under individual contracts	0.00	0.00	0.00	0.00	0.00	0.00	0
Total compensation	0,90	1,08	0,31	0,50	0,66	3,45	9

The amounts are divided up among the management departments existing as of 31/12/2013.

In accordance with the provisions under the Bank Restructuring Act, in 2013 there were no new awards granted for deferred compensation or compensation dependent on future sustained performance.

6 Impact of the Bank Restructuring Act and the appropriateness of the compensation

Also in 2013 the personnel situation largely stabilized. The majority of the personnel changes were planned changes within the scope of a contract of undertaking. As a result, the HRE Group's ability to hold onto knowledge workers and high performers has continued to improve significantly.

In result, the compensation committee finds that the HRE Group's compensation system is appropriately structured.

Unterschleissheim, April 2014

Compensation Committee
of Hypo Real Estate Holding AG and Deutsche Pfandbriefbank AG