

## **Articles of Association** **In the version of 28 September 2017**

### **I General Provisions**

#### § 1

The public limited company that has existed under the name

#### **Deutsche Hypothekenbank (Actien-Gesellschaft)**

since the year of its foundation, 1872, has its registered office in Hanover.

#### § 2

The object of the Company shall be to conduct all types of business which credit institutions are permitted to conduct, including the issuance of *Pfandbriefe* (mortgage bonds), the taking of stakes in other companies and the establishment of branches.

#### § 3

Notifications by the Company shall be published in the *Bundesanzeiger* (Federal Gazette).

Shareholders and third parties shall be kept informed regarding the development of the Company's business by means of the Annual Financial Statements and the Management Report, and by means of financial information as of the end of the first half of the business year.

### **II Share Capital and Shares**

#### § 4

The Company's share capital shall amount to €80,640,000 (in words: eighty million six hundred and forty thousand euros) and shall be divided into 13,440,000 non-par value shares (hereinafter called "Shares").

## § 5

Shareholders shall have no claim to receive individual certificates representing their shareholdings.

The Shares shall be bearer shares. The Board of Management, in consultation with the Supervisory Board, shall determine the form and content of the Shares, dividend coupons and coupon renewal slips.

If a resolution to increase the capital does not specify whether the new shares are to be issued as bearer or registered shares, they shall be bearer shares.

If the share capital should be increased, the starting date of the entitlement to a dividend may be determined in a manner other than that laid down in Sec. 60 AktG (Stock Corporations Act).

### **III Organisation of the Company**

#### **A The Board of Management**

## § 6

The Board of Management of the Company shall consist of at least two members. The appointment of alternate Board Members shall be admissible.

The Board of Management shall conduct the affairs of the Company in accordance with law, the Articles of Association and the standing orders to be issued by the Supervisory Board.

## § 7

The Company shall be legally represented, with exemption from the restrictions of Art. 181, 2<sup>nd</sup> alternative, of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*), by two members of the Board of Management or by one member of the Board of Management together with a “Prokurist” (an officer holding general power of signature).

The Supervisory Board may appoint a Chair of the Board of Management and define his or her legal status in relation to the other members of the Board of Management.

## **B The Supervisory Board**

### **§ 8**

The Supervisory Board shall consist of six members. One-third of the members shall be elected by the employees (employees' representatives).

A member shall be elected for a period ending with the end of the Annual General Meeting which adopts a resolution approving the actions of the Supervisory Board during the fourth business year after the start of the member's term of office, unless the Annual General Meeting shall decide otherwise; in determining this period, the business year in which the term of office commences is not included.

### **§ 9**

Any member of the Supervisory Board may resign his or her office, without being required to state any sufficient reason, with four weeks' notice addressed to the Board of Management.

### **§ 10**

The Supervisory Board shall elect from among its members a Chair and a Deputy Chair. The election shall be for the duration of the terms of office as members of the Supervisory Board of the persons elected. The Deputy Chair shall exercise the rights and duties of the Chair only when the latter is unable to exercise them.

### **§ 11**

Resolutions of the Supervisory Board shall generally be adopted during meetings. It shall also be permissible for resolutions to be adopted by voting in writing or by telephone, or by electronic mail or in the course of a videoconference, should the Chair of the Supervisory Board determine that such a procedure is to be used and should no member of the Supervisory Board object to this. Telephone and video conferences should not, however, be used as a matter of routine.

For a resolution to be validly adopted by the Supervisory Board, a quorum of three members including the Chair or the Deputy Chair must take part in the procedure by which the resolution is adopted. The Supervisory Board shall adopt resolutions by a simple majority of votes. In the case of a tie, the Chair shall exercise a casting vote. The Chair shall determine the voting procedure.

### **§ 12**

Meetings of the Supervisory Board shall be convened by the Chair.

§ 13

The Supervisory Board shall be empowered to form committees from among its members and to specify the tasks and powers thereof. Powers of the Supervisory Board to take decisions may also be devolved to the committees insofar as this is admissible by law.

Members of the Supervisory Board who are not members of a given committee may attend meetings of that committee unless the Chair of the Supervisory Board shall determine otherwise.

Declarations of intent by the Supervisory Board or its committees shall be issued by the Chair on behalf of the Supervisory Board.

§ 14

The remuneration of Members of the Supervisory Board and its committees shall be determined by the Annual General Meeting.

A Member who has not been in office for the whole of a business year shall be entitled to pro rata remuneration.

**C The Annual General Meeting**

§ 15

Every Share shall confer the entitlement to one vote at the Annual General Meeting.

§ 16

The Chair or the Deputy Chair of the Supervisory Board shall chair the Annual General Meeting or, if both are unable to do so, the eldest in years of the members of the Supervisory Board present at the Annual General Meeting.

The Chair of the Annual General Meeting shall conduct the meeting and determine the order in which the items on the agenda are taken and the type and method of voting.

§ 17

Resolutions of the Annual General Meeting shall, unless mandatory legal provisions require otherwise, be carried by simple majority of the votes cast. Insofar as the law also prescribes, for a resolution to be carried, a majority of the share capital represented at the vote on the resolution, a simple majority of the share capital represented shall suffice in those cases in which this is legally admissible.

If, when elections are held at the Annual General Meeting, no person should obtain a simple majority of the votes cast in the first round of voting, there shall follow an election restricted to the two persons who obtained the highest numbers of votes. In the event of a tie, the winner shall be determined by lot.

The Supervisory Board shall be empowered to make amendments and additions to the Articles of Association insofar as these affect only the wording thereof.

**IV Business year**

§ 18

The business year shall be the calendar year.

**V Issue of participation certificates**

§19

Insofar as the company with the approval of the Annual General Meeting has issued participation certificates and under the terms of such participation certificates the holders thereof have a claim to the distribution of a portion of the disposable profit, the shareholders shall have no claim on this portion of the disposable profit. (Section 58 (4), AktG (Stock Corporations Act)).

**VI Liquidation of the company**

§ 20

A resolution to liquidate the company shall require a majority of four-fifths of the votes cast.

The modified provisions of the above Articles of Association are in conformity with the Resolutions on the modification of the Articles of Association adopted at the General Meeting held on 28 September 2017 (No. 81/2017 of the Deed Roll of Dr Sebastian Scherrer, Notary Public in Hanover), and the unchanged provisions with the latest complete text of the Articles of Association lodged with the Commercial Registry.

Hanover, 28 September 2017

*[signed]*  
Scherrer  
Notary Public

*[seal]:*  
Sebastian Scherrer  
Notary Public in Hanover

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TRANSLATOR'S CERTIFICATE

I hereby certify that the above is a complete and correct translation of the attached document (photocopy) in German.

Hanover, Germany, 30 November 2017

Sally Massmann, BA

Translator and sworn interpreter  
for the courts and notaries  
of the judicial district of Hanover