

This English version of the agenda for the ordinary general meeting of Varengold Bank AG is for information purposes only. Legally binding is solely the German version of the agenda.

**Varengold Bank AG**

**with its registered office in Hamburg**

German Securities Code [Wertpapier-Kenn-Nr., WKN] 547 930

ISIN DE0005479307

Securities Code ("Young Shares") A2E 4S7

ISIN No. ("Young Shares") DE000A2E4S78

We herewith invite our Company's shareholders to the

**ordinary general meeting**

on

**Wednesday 23 August 2017 at 10.00 am**

**(entry from 9 am)**

in

Haus der Wirtschaft Service GmbH

Kapstadttring 10

22297 Hamburg.

## Agenda

### **1. Presentation of the approved annual financial statements and management report for fiscal year 2016 with the report of the Supervisory Board for fiscal year 2016**

### **2. Resolution on the formal approval of the actions of the members of the Management Board for fiscal year 2016**

The Supervisory and Management Boards propose

to ratify the members of the Management Board in office in fiscal year 2016.

### **3. Resolution on the formal approval of the actions of the members of the Supervisory Board for fiscal year 2016**

The Management and Supervisory Boards propose

to ratify the members of the Supervisory Board in office in fiscal year 2016.

### **4. Appointment of auditors for fiscal year 2017**

The Supervisory Board proposes

to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor for fiscal year 2017.

PricewaterhouseCoopers GmbH has declared to the Supervisory Board that there are no professional, financial, personal or other relationships in place between itself, its executive bodies and audit staff responsible for the audit on the one hand, and Varengold Bank AG and its executive bodies on the other hand, that could cast doubt on its independence.

### **5. Resolution on a share capital increase against cash contributions while granting indirect subscription rights**

The Management Board and the Supervisory Board propose the following to be resolved:

a) The Company's current share capital of EUR 4,140,282.00 is to be increased against cash contributions by up to EUR 4,140,282.00 to up to EUR 8,280,564.00 by issuing up to 4,140,282 new no-par value bearer shares (ordinary shares), each with a proportionate interest in the share

capital of EUR 1.00. The new shares shall carry dividend rights as of 01 January 2018. The issuing amount within the meaning of Section 185 (1) Sentence 3 Number 2 of the AktG [German Stock Corporation Act] is EUR 1.00 per no-par value share ("**lowest issuing amount**").

The statutory subscription right is granted to shareholders in such a way that the new shares can be acquired by one or several banks or companies which operate according to Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) of the KWG [German Banking Act] with the obligation to offer these to the shareholders in the ratio of one old share to one new share at a subscription price yet to be defined ("**indirect subscription right**" within the meaning of Section 186 (5) of the AktG [German Stock Corporation Act]) and to transfer the profits to the Company. The term for accepting the subscription offer ends, at the earliest, two weeks after the subscription offer is announced.

c) The Management Board is authorised with the approval of the Supervisory Board, to set additional details of the capital increase and its execution, in particular the bank(s) which are authorised to subscribe or the companies operating according to Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) of the KWG [German Banking Act] and the conditions for issuing the shares. This also includes setting the subscription price ("**final issuing amount**" within the meaning of Section 186 (5) Sentence 2 of the AktG [German Stock Corporation Act]). This subscription price may not be significantly lower than the average stock market price for the closing prices of shares of the Company on the Frankfurt Stock Exchange (Xetra trading) during the last five stock market days prior to the Management Board setting the issuing amount at most by thirty (30) percent ("**Discount**"). The subscription price thus determined will be announced in the German Federal Gazette at the latest three days prior to the end of the subscription period and on the Company's web site (<http://www.varengold.de>).

d) Any shares not subscribed as a result of the subscription right can be offered by the Management Board to selected investors, including in parallel to the call for subscription, by involving, where necessary, one or several banks or financial services institutions as part of a private placement (non-public offer) at the set subscription price for subscription and acquisition.

e) The capital increase will only be performed when at least 300,000 shares have been subscribed. The execution of the capital increase must be entered in the commercial register no later than by 23 February 2018. Otherwise, the resolution to increase the share capital will no longer be valid.

f) The Supervisory Board is authorised to adjust the wording of the Company's Articles of Association with regard to the execution of the cash capital increase.

## **6. Resolution on revoking the Authorised Capital 2016 and the creation of new Authorised Capital 2017 with the authorisation to exclude subscription rights and a corresponding change to the Articles of Association**

According to Section 4 (2) of the Articles of Association, the Management Board was authorised to increase the Company's share capital until 23 August 2021, with the approval of the Supervisory Board, on one or more occasions, up to a total of EUR 1,461,276.00 by issuing up to a total of 1,461,276 new no-par value bearer shares (ordinary shares), each with a proportionate share in the share capital of EUR 1.00 each, against cash or non-cash contributions ("**Authorised Capital 2016**"). As part of the capital increase with indirect subscription rights for shareholders implemented in May/June 2017 and entered in July 2017 in the commercial register, a total of 1,217,730 new shares were issued by way of utilisation of the Authorised Capital 2016, meaning therefore that the authorisation in accordance with Section 4 (2) of the Articles of Association has been reduced accordingly.

In order to ensure the Company is also sufficiently flexible in the coming years to react quickly to market conditions and to be able to raise its equity if required, the Authorised Capital 2016 should be revoked, a decision shall be taken on new Authorised Capital ("**Authorised Capital 2017**") and the Articles of Association shall be adjusted accordingly. Compared to the existing Authorised Capital 2016, the proposed new version regarding authorisation to exclude subscription rights contains a number of additions and/or supplements, such as the so-called greenshoe option. The Authorised Capital 2017 is intended to authorise the Management Board of the Company to increase the share capital by up to 50% of the current share capital until 22 August 2022.

The Management and Supervisory Boards thus propose to resolve the following:

"(a) The current Authorised Capital 2016 in accordance with Section (4) (2) of the Articles of Association shall be revoked upon entry of the Authorised Capital 2017, assuming use has not been made of the Authorised Capital 2016 at the time this revocation takes effect.

(b) The Management Board is authorised up until 22 August 2022 with the approval of the Supervisory Board to increase the Company's share capital on one or several occasions by up to a total of EUR 2,070,141.00 by issuing a total of 2,070,141 new no-par value bearer shares (ordinary shares), each with a proportionate interest in the share capital of EUR 1.00 against cash and/or non-cash contributions ("**Authorised Capital 2017**"). Respectively, common shares and/or non-voting preferred shares may be issued. The new shares can also be acquired by one or several banks stipulated by the Management Board or a company which operates

according to Section 53 (1) (1) or Section 53b (1) (1) or (7) of the KWG [German Banking Act] with the obligation to offer these to the shareholders ("**indirect subscription right**"). The Management Board is empowered, with approval of the Supervisory Board, to exclude the subscription rights of shareholders, in particular in the following cases:

- for capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, operations, parts of companies or interests in companies or other assets, including any claims against the Company or its affiliated companies;
- to eliminate fractional shares;
- if, in the event of capital increases against cash contributions, the issuing amount for the new shares is according to §§ 203 (1) and (2), 186 (3) Sentence 4 AktG not significantly lower than the stock market price of the already listed shares of the Company ( same type and rights) on the date on which the issuing amount is finally set, and the issued shares do not exceed a total of 10 % of the share capital on the date this authorisation takes effect or on the date this authorisation was exercised. Shares sold under exclusion of subscription rights or issued and/or due to be issued during the term of this authorisation until the time of their utilisation on the basis of other authorisations in direct or analogous application of § 186 (3) Sentence 4 of the AktG [German Stock Corporation Act] should also be counted against this limit;
- to the extent necessary to grant the holders of convertible bonds, convertible participation rights or options a subscription right of the same extent that they are due as a shareholder after exercising the conversion privilege and/or option right;
- for distribution of shares to members of the Management Board, executive management organisations of the Company or affiliated companies within the meaning of Section 15 of the AktG [German Stock Corporation Act], executives of the Company and/or affiliated companies, or employees of the Company and/or its affiliated companies under employee participation schemes. Where shares are to be given to members of the Management Board, this shall be the sole responsibility of the Company's Supervisory Board;
- in order to fulfil a greenshoe option agreed with issuing banks for the issue of the Company's shares.

A capital increase excluding subscription rights to implement employee equity participation schemes may only be performed at most in the amount of 10% of the share capital in existence when the new shares are issued.

The Management Board is authorised with the approval of the Supervisory Board to determine further details and conditions for performing capital increases from Authorised Capital and issuing shares.

The Supervisory Board is authorised to change the wording of the Articles of Association in Section 4 (2) in line with the corresponding use or after the authorisation has expired.

c) Section 4 (2) of the Articles of Association shall be reworded as follows:

“The Management Board is authorised up until 22 August 2022 with the approval of the Supervisory Board to increase the Company's share capital on one or several occasions by up to EUR 2,070,141.00 by issuing up to 2,070,141 new no-par value bearer shares (ordinary shares), each with a proportionate interest in the share capital of EUR 1.00 against cash or non-cash contributions (“**Authorised Capital 2017**”). Respectively, common shares and/or non-voting preferred shares may be issued. The new shares can also be acquired by one or several banks stipulated by the Management Board or a company which operates according to Section 53 (1) (1) or Section 53b (1) (1) or (7) of the KWG [German Banking Act] with the obligation to offer these to the shareholders (“**indirect subscription right**”). The Management Board is empowered, with approval of the Supervisory Board, to exclude the subscription rights of shareholders, in particular in the following cases:

- for capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, operations, parts of companies or interests in companies or other assets, including any claims against the Company or its affiliated companies;
- to eliminate fractional shares;
- if, in the event of capital increases against cash contributions, the issuing amount for the new shares is according to §§ 203 (1) and (2), 186 (3) Sentence 4 AktG not significantly lower than the stock market price of the already listed shares of the Company (same type and rights) on the date on which the issuing amount is finally set, and the issued shares do not exceed a total of 10 % of the share capital on the date this authorisation takes effect or on the date this authorisation was exercised. Shares sold under exclusion of subscription rights or issued and/or due to be issued during the term of this authorisation until the time of their utilisation on the basis of other authorisations in direct or analogous application of § 186 (3) Sentence 4 of the AktG [German Stock Corporation Act] should also be counted against this limit;

- to the extent necessary to grant the holders of convertible bonds, convertible participation rights or options a subscription right of the same extent that they are due as a shareholder after exercising the conversion privilege and/or option right;
- for distribution of shares to members of the Management Board, executive management organisations of the Company or affiliated companies within the meaning of Section 15 of the AktG [German Stock Corporation Act], executives of the Company and/or affiliated companies, or employees of the Company and/or its affiliated companies under employee participation schemes. Where shares are to be given to members of the Management Board, this shall be the sole responsibility of the Company's Supervisory Board;
- in order to fulfil a greenshoe option agreed with issuing banks for the issue of the Company's shares.

A capital increase with exclusion of subscription rights to implement an employee participation plan may only be made in the amount of up to 10% of the available share capital at the time of the issuance of new shares.

The Management Board is authorised, with the approval of the Supervisory Board, to define the further details and terms of the capital increases and share issue from authorised capital.

The Supervisory Board is authorised to change the wording of the Articles of Association in Section 4 (2) in line with the corresponding use or after the authorisation has expired."

## **II. Notifications and reports to the general meeting**

### **1. Report by the Management Board according to Sections 186 (4) Sentence 2, 203 (1) and (2) of the AktG [German Stock Corporation Act] on agenda item 6. – Creation of new Authorised Capital 2017**

#### **1.1 New creation of Authorised Capital 2017**

With regard to agenda item 6, the Management Board and Supervisory Board propose creating a new Authorised Capital 2017. In terms of its size, the Authorised Capital 2017 relates to 50% of the Company's share capital and has a term through to 22 August 2022. The Authorised Capital 2016 approved by the ordinary general meeting on 24 August 2016 should be revoked at the same time, unless it has been utilised.

## **1.2 Exclusion of subscription rights within the framework of the Authorised Capital 2017**

Within the framework of the Authorised Capital 2017 to be approved under agenda item 6, the Management Board hereby submits the following report regarding the authorisation to exclude subscription rights. Compared to the existing Authorised Capital 2016, the proposed new version regarding authorisation to exclude subscription rights contains a number of additions and/or supplements, such as the so-called greenshoe option.

### **a) Exclusion of subscription rights for capital increases against non-cash contributions**

The option to exclude subscription rights in conjunction with corporate mergers or for the purpose of acquiring companies, operations, parts of companies or interests in companies or other assets, including any claims against the Company or its affiliated companies should help to allow such transactions to be performed in a timely manner which protects liquidity. The Company is involved in strong competition and in the interests of both the Company and its shareholders it has to be able to react rapidly and flexibly to changes on the market. This also includes the opportunity to merge with other companies or acquire companies, operations, parts of companies or interests in companies, and also to acquire strategic and other investors.

In individual cases, the Company must be able to rapidly implement a corporate merger or acquisition of a company, an operation, part of a company, interest in another company or other assets, including any claims against the Company or its affiliated companies, or to acquire an investor in the interests of both the Company and its investors. It is not unusual for it only to be possible to realise attractive opportunities for acquisitions if the Company can offer shares with voting rights as compensation. In order to be able to exploit such opportunities, the Company must be able to offer shares as compensation in a swift manner. The proposed authorisation to exclude subscription rights aims to provide the Company with the requisite ability to act in order to be able to swiftly and flexibly exploit opportunities that present themselves for such transactions. Excluding subscription rights would reduce the proportionate shareholding and the proportionate share of voting rights of the previous shareholders. However, if subscription rights were granted to shareholders, it would be impossible to fulfil the actual purpose of being able to react swiftly and flexibly.

At present, there are no concrete acquisition plans that would require use of this authorisation. If opportunities for a corporate merger or to acquire companies, operations, parts of companies or interests in companies or other assets or to acquire major investors should present themselves, the Management Board will carefully review whether it will use the authorisation for a capital increase for this purpose. It will only use such an opportunity if implementing such a transaction, in particular the issue of new shares while excluding subscription rights, is in the

Company's best interests. The Supervisory Board will only issue the requisite approval if these conditions have been met.

#### **b) Exclusion of subscription rights for fractional amounts**

In addition, subscription rights can be excluded to compensate for fractions. The possible dilutive effect is low due to the restriction to fractions. As a result, the Management and Supervisory Boards believe that excluding subscription rights for this reason is properly justified and reasonable.

#### **c) Exclusion of subscription rights for capital increases against cash contributions**

Furthermore, it should be possible to exclude subscription rights for the Authorised Capital if the conditions set out in Section 186 (3) Sentence 4 of the AktG [German Stock Corporation Act] have been fulfilled. This is the case in particular if the capital increase does not exceed a total volume of ten per cent of the share capital and the issuing amount for the new shares is not significantly lower than the stock market price. This opportunity to exclude subscription rights aims to enable the Management and Supervisory Boards to use favourable conditions on the capital markets over the short term to reinforce the Company's equity.

In addition, the proposed resolution provides share to be charged on the 10%-limitation which are issued or sold during the term of this authorisation with the exclusion of the subscription right in the direct or corresponding application of § 186 (3) Sentence 4 AktG. It is therefore ensured that, in accordance with the statutory valuation of § 186 (3) Sentence 4 AktG, both assets and voting rights interests are adequately protected in the case of utilisation of the Authorised Capital under exclusion of the subscription right further areas of action will be opened.

#### **d) Exclusion of subscription rights for convertible bonds, convertible participation rights or option rights**

In addition, it is also intended to allow the Management Board to exclude shareholders subscription rights with the approval of the Supervisory Board when granting subscription rights to the holders of convertible bonds, convertible participation rights or options. This exclusion of subscription rights may be necessary to structure the conditions of convertible bonds, convertible participation rights or options when issuing convertible bonds, convertible participation rights or options so that these are accepted by the capital markets. The exclusion of subscription rights therefore also serves the interest of the shareholders in an optimal financial structure of their company.

#### **e) Exclusion of subscription rights for employee participation schemes**

It should also be possible to use the Authorised Capital to generate shares to serve employee equity participation programs. This should increase the Company's flexibility to be able to attract highly qualified executives over the short term. In this case, the scope of a capital increase from Authorised Capital excluding subscription rights to serve employee equity compensation programmes is restricted to ten per cent of the existing share capital. Where shares are to be given to members of the Management Board, this shall be the sole responsibility of the Company's Supervisory Board.

Given the circumstances set out above, and considering both the Company's and the shareholders' interests, the Management and Supervisory Boards believe that excluding subscription rights in these cases is justified and reasonable.

#### **f) Exclusion of subscription rights for capital increases with so-called greenshoe option**

Finally, an exclusion of subscription rights shall also be permitted in order to fulfil a greenshoe option agreed with issuing banks for the issue of shares as part of a capital increase. A capital increase made against cash contributions allows the Company's capital requirements to be covered in an easy and flexible manner, something which is of particular importance given the potential for future expansion of the Company. The so-called Greenshoe is an over-allotment option which is used in particular for the precise determination of the placement volume and for price stabilisation purposes for the issue of the Company's shares. As a result, the issuing banks not only issue the planned placement volume, but also a certain number of additional shares made available in a different manner (typically up to 15% of the actual planned placement volume). In the case of illiquid shares, there may be significant price fluctuations following issuance of shares as a stable market balance has yet to be established. This can result in pressure to sell, something which is not desirable from the perspective of both the Company as well as shareholders.

As a result, it is useful for the supervising issuing bank(s) to perform price stabilising measures. Issuing banks can therefore purchase shares on the market in order to cushion any fall in price occurring directly after placement. With regard to such stabilisation measures, other Company shares may also be issued to shareholders by the issuing banks in addition to the new shares offered within the framework of the subscription offering ("**Over-allotment**"). In order to cover this over-allotment, issuing banks shall typically be provided with shares from the holdings of existing shareholders through securities loans. If there is no buy-back of shares on the market by the issuing banks, the capital increase from Authorised Capital excluding subscription rights is used in order to enable the issuing bank(s) to fulfil their reassignment obligation arising from

the securities loans, either in full or in part. The number of shares required for this purpose cannot typically be acquired in a similarly cost-effective manner. As a result, cover purchases on the market at higher rates and the resulting losses can therefore be avoided.

A greenshoe over-allotment option therefore enables better exploitation of market potential with regard to pricing. Given that this provides investors with a certain level of security regarding price development in their own interests, this means therefore that such investors are often willing to pay a higher subscription price. Thanks to this stabilisation, the over-allotment option leads to an increase in revenue generated from the issue and is consequently in the interests of the Company as well as shareholders. This exclusion of subscription rights is therefore deemed appropriate and necessary to fulfil the purpose in question, and must also be regarded as appropriate when weighing up the interests of the Company with the interests of shareholders.

It has not yet been possible to provide details of the respective issue amounts. They shall be set at an appropriate level by the Management Board along with the consent of the Supervisory Board, taking into account the interests of the Company and shareholders and the respective purpose involved with regard to exercising such authorisation.

### **1.3 Report by the Management Board on the use of Authorised Capital 2017**

At present, there are no concrete plans that would require use of this authorisation.

In each individual case, the Management Board will carefully check whether it will make use of the respective authorisation for a capital increase while excluding shareholders' subscription rights. It will only do this if the Management Board and Supervisory Board consider this to be in the interests of the Company and, thus, shareholders, taking into account the terms and conditions of the capital increase. The Management Board will inform the shareholders of every use of the Authorised Capital for 2017 in each case in the following ordinary general meeting.

Prior to this general meeting being convened, the previous report can also be obtained online

at [www.varengold.de](http://www.varengold.de) under About us -> Investor Relations -> Financial Diary and General Meeting. It shall also be provided at the general meeting.

### **2. Report by the Management Board on the use of Authorised Capital 2016 by granting direct subscription rights**

During the second quarter of 2017, Varengold Bank AG implemented a capital increase from the existing Authorised Capital 2016 and increased the Company's share capital against cash contributions by EUR 1,217,730.00 from EUR 2,922,552.00 to EUR 4,140,282.00. In doing so, 1,217,730 new shares were issued in a public subscription offer and a subsequent private placement. All shares were placed at an issue price of EUR 3.99 per share. Further details shall be provided by the Management Board in its presentation to the ordinary general meeting.

### **3. Availability of documents**

The documents to be made available to shareholders can be viewed by shareholders with effect from the date the general meeting is convened, with said documents being made available at the Company's premises based at Grosse Elbstrasse 14, 22767 Hamburg, Monday to Friday between 9 am and 5 pm (CET). Where stipulated by law, these documents shall be available at the general meeting, with copies being sent immediately, and free of charge, to each shareholder by the Company upon request to do so.

The contact address for this purpose is as follows:

Varengold Bank AG  
Grosse Elbstrasse 14  
22767 Hamburg  
Fax: +49.40.66 86 49 49  
Email: info@varengold.de

## **III. Conditions for participation**

### **1. Participation in the general meeting and exercise of voting rights**

Only shareholders who have registered for the general meeting in good time and provide evidence of their shares are entitled to participate in the general meeting, to exercise voting rights and to propose motions. Registration must be in writing (Section 126 of the BGB [German Civil Code]) or in text form (Section 126b of the BGB [German Civil Code]) in German or English. Shareholders prove their authorisation to participate in the ordinary general meeting using a shareholding certificate issued from their custodian bank in text form (Section 126b of the BGB [German Civil Code]) in German or English and based on the start of the 21st day prior to the ordinary general meeting, i.e. **Wednesday 02 August 2017, 0:00 am**. This registration and shareholding certificate must be received at the following address at the latest by **midnight on Wednesday 16 August 2017**:

Varengold Bank AG  
c/o UBJ GmbH  
Varengold Bank AGM 2017  
Kapstadtring 10  
22297 Hamburg  
Fax: +49 (0) 40 6378 5423  
Email: hv@ubj.de

## **2. Proxies**

Voting rights can be exercised by a proxy, for example, a bank, a shareholders' association or another third party (including a proxy named by the Company and bound by instructions). The appointment of a proxy, its revocation and proof of authorisation must be made to the Company in writing (Section 126b of the BGB [German Civil Code]). This revocation may also take place with a personal appearance at the General Shareholder's Meeting. If a shareholder appoints more than one person to represent him/her, the Company may reject one or more of these people. A proxy pro forma can be found on the reverse of the entry ticket.

When appointing a credit institution, a shareholders' association or an equivalent person or institution according to Section 135 of the AktG [German Stock Corporation Act] special issues must be observed. In such cases, shareholders are requested to coordinate with the party to be appointed as proxy in good time to determine the form of proxy that such party may require.

## **3. Voting proxies named by the Company and bound by instructions**

We offer our shareholders the possibility of appointing a proxy named by the Company and subject to voting instructions prior to the general meeting. Shareholders who would like to issue power of attorney to the voting proxy appointed by the Company and who is bound by instructions also have to register before the requisite deadline for the general meeting. The proxy appointed by the Company and who is bound by instructions is only available to exercise the shareholder's voting rights, not to exercise other rights. If the proxy appointed by the Company and bound by instructions is given power of attorney, the proxy must in all cases be issued with voting instructions in order to exercise voting rights. If the proxy does not have any individual instructions, the voting proxy appointed by the Company and bound by instructions cannot uphold the power of attorney. The voting proxy bound by instructions is obliged to vote in line with the instructions. For organisational reasons, these powers of attorney and instructions to the proxy named by the Company and who is bound by voting instructions which are not

issued in the general meeting must be sent, together with the entry ticket (a copy is sufficient), to the following address at the latest by **Tuesday 22 August 2017, 2:00pm**:

Varengold Bank AG  
Investor Relations – AGM 2017  
Grosse Elbstrasse 14  
22767 Hamburg  
Fax: 0049 40 – 668649 – 49  
E-mail: hv@varengold.de

As an alternative, it is also possible to hand over a power of attorney and voting instructions to the proxy during the meeting. Shareholders can download a form for issuing powers of attorney and instructions to the proxy named by the Company and subject to voting instructions online at [www.varengold.de](http://www.varengold.de) under About us -> Investor Relations -> Financial Diary and General Meeting or this can be requested (Mon – Fri) between 9 am and 5 pm using the phone number 0049 40 / 66 86 49 - 0.

#### **4. Motions and proposals for elections from shareholders**

Motions from shareholders according to Section 126 of the AktG [German Stock Corporation Act] or proposals for elections according to Section 127 of the AktG [German Stock Corporation Act] must be sent exclusively to the following address:

Varengold Bank AG  
Investor Relations – AGM 2017  
Grosse Elbstrasse 14  
22767 Hamburg  
Fax: 040 – 668649 - 49  
Email: hv@varengold.de

Counter-motions or election proposals from shareholders that are received at the above address at the latest by **midnight on Tuesday 08 August 2017** will be made accessible online at [www.varengold.de](http://www.varengold.de) -> About us -> Investor Relations -> Financial Diary and General Meeting subject to the conditions of Sections 126, 127 of the AktG [German Stock Corporation Act]. Any management statements can also be found there.

Hamburg, July 2017

Varengold Bank AG  
The Management Board