

Varengold Bank AG
with its registered office in Hamburg

ISIN: DE0005479307 - WKN: 547 930

Invitation to the Ordinary General Meeting

held as a virtual General Meeting without the physical presence of the shareholders

We hereby invite our shareholders to the Ordinary General Meeting to be held on

Wednesday 29 September 2021 at 11.00 am

in the form of a virtual General Meeting under Section 1 (2) of the 'Act on measures in corporate, cooperative, association, foundation and home ownership law to combat the effects of the COVID-19 pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of 27 March 2020, last amended with effect from 28 February 2021 by the 'Act on the further shortening of the residual debt relief procedure and on the adjustment of pandemic-related provisions in corporate, cooperative, association and foundation law and in tenancy and lease law' (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht*) (COVID-19 Act) of 22 December 2020, and therefore without the physical presence of the shareholders or their proxies. A video and audio feed of the entire General Meeting will be broadcast live online.

The shareholders and their proxies will only be able to exercise voting rights through absentee voting or by delegating authority to a voting proxy appointed by the Company. Please take particular note of the provisions regarding the required registration for the General Meeting. The venue for the General Meeting as laid down in the German Stock Corporation Act (AktG) shall be the Company's premises at Grosse Elbstrasse 39, 22767 Hamburg, Germany. Please note that shareholders or their proxies may not follow the virtual General Meeting at the venue.

I.

Agenda

1. **Presentation of the approved annual financial statements and the management report of Varengold Bank AG as at 31 December 2020 as well as the report of the Supervisory Board for the 2020 financial year**
2. **Resolution on the formal approval of the actions of the members of the Management Board for the 2020 financial year**

The Management Board and Supervisory Board propose that the actions of the members serving on the Management Board during the 2020 financial year be formally approved.

3. Resolution on the formal approval of the actions of the members of the Supervisory Board for financial year 2020

The Management Board and Supervisory Board propose that the actions of the members serving on the Supervisory Board during the 2020 financial year be formally approved.

4. Resolution on determination of the remuneration of the Supervisory Board

Pursuant to Article 14 (1) of the Articles of Association of Varengold Bank AG, the Supervisory Board will receive a fixed monthly remuneration for its work; the amount will be determined annually at the General Meeting. The Supervisory Board will decide how to distribute this remuneration among its individual members. The amount of remuneration paid to the Supervisory Board that was decided at the Extraordinary General Meeting on 20 January 2015 is considered to be no longer appropriate and should therefore be increased by a total of EUR 100,000 with effect from the current financial year. An increase in remuneration is appropriate due to the following circumstances:

The requirements to which the supervisory board of a financial institution is subject include features that are specific to the industry and give rise to a significantly greater workload. The German Banking Act (*Kreditwesengesetz, KWG*) defines substantive requirements for members of supervisory bodies in financial institutions. In addition, the supervisory body as a whole must have the knowledge, skills and experience necessary to perform its supervisory role and to assess and monitor the management of the institution. The Federal Financial Supervisory Authority (BaFin) imposes corresponding additional requirements in terms of time management and further training: Members of the supervisory body must ensure that they always make their decisions on the basis of up-to-date information. They are therefore required to keep abreast of any changes in the company's operating environment, for example new legislation or developments in financial products, as well as in the company's business strategy and competitive environment. This means that in addition to preparing for and attending meetings, the elected members also support the company in between meetings and request monthly finance, risk controlling and compliance reports. Regulatory developments in the banking sector have gained momentum since the economic and financial crisis. The German parliament adopted a draft bill to strengthen financial market integrity (*Finanzmarktintegritätsstärkungsgesetz – FISG*) in May 2021. This will make supervisory bodies even more accountable and in turn the work of the supervisory board will be professionalised and increased further.

The Management Board and Supervisory Board propose the following resolutions:

“Effective for the current financial year and therefore for financial years beginning on or after 1 January 2021, the remuneration of the Supervisory Board shall be as follows:

1. The Supervisory Board shall be entitled to a total fixed annual remuneration of EUR 400,000.00 (in words:

four hundred thousand euros). The Supervisory Board shall decide how this amount is distributed among its members, taking due account of the work of its members in the chair.

2. The Company shall reimburse each member of the Supervisory Board for expenses incurred and for the VAT payable on their earnings. Expenses shall be reimbursed without undue delay.

3. The insurance premium for the pecuniary damage liability insurance (D&O insurance) taken out by the Company for the members of the Supervisory Board shall be borne by the Company.”

5. Appointment of auditors for the 2021 financial year

The Supervisory Board proposes to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor for the 2021 financial year.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft has declared to the Supervisory Board that there are no professional, financial, personal or other relationships in place between itself, its executive bodies and 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.

II.

Availability of documents on the website

The documents for this year's Ordinary General Meeting to be made available to shareholders can be downloaded from the Company's website at

<https://www.varengold.de/investor-relations/hauptversammlung/>

The voting results will be published at the same web address after the General Meeting.

III.

Additional information and notes

As holding the General Meeting as a virtual general meeting under the 'Law on measures in corporate, cooperative, association, foundation and home ownership law to combat the effects of the COVID-19 pandemic' ('**COVID-19 Act**') leads to some modifications in terms of how the meeting proceeds and how shareholders exercise their rights, we ask our shareholders to pay particular attention to the following information on the option to follow the General Meeting via a video and audio feed, exercising voting rights, asking questions as well as other shareholder rights.

1. General Meeting without the physical presence of the shareholders or their proxies

The General Meeting will be held as a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's voting proxies) in compliance with Section 1 (2) of the **COVID-19 Act**.

2. Video and audio feed of the General Meeting

The entire General Meeting will be broadcast to shareholders as a video and audio feed on the online platform at

<https://www.varengold.de/investor-relations/hauptversammlung/>

Only those shareholders who register for the General Meeting and provide proof of their shareholding will be able to follow the entire General Meeting online. Voting by electronic absentee voting, delegating authority and issuing instructions to the Company's voting proxy electronically via the website online platform will also require timely registration for the General Meeting and registration (login) on the website online platform using the relevant login credentials. Please see '**IV. Technical information**' below regarding the technical requirements for participation in a virtual General Meeting. Electronic participation by shareholders in the General Meeting in accordance with Section 118 (1)(2) AktG is excluded.

3. Requirements for following the virtual General Meeting online and exercising voting rights

a) Registration

Registration must be in writing (Section 126 BGB [German Civil Code]) or in electronic form (Section 126b BGB) in German or English. Shareholders shall prove their eligibility to participate in the General Meeting using a shareholding certificate issued by their custodian bank in electronic form (Section 126b BGB) in German or English and based on the start of the 21st day prior to the General Meeting, i.e. at **midnight on Wednesday 8 September 2021**; proof from the last intermediary pursuant to Section 67c (3) AktG shall be sufficient for this purpose. Registration and proof of shareholding must be received at the following address no later than **midnight on Wednesday 22 September 2021**:

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

b) Delegation of authority; procedure for exercising voting rights by proxies

Shareholders who do not wish to follow the General Meeting personally and/or exercise their voting rights in person, may be represented by a proxy, for example, an intermediary, shareholders' association, voting rights

adviser or any other person. The prerequisite for the exercise of voting rights by proxies is correct and timely registration for the General Meeting.

The delegation of authority, its revocation and proof of authorisation must be provided to the Company in written or electronic form.

Once they have registered, shareholders will receive a form for delegating authority to a proxy together with their login credentials. The form for delegating authority to a proxy is also available to download at

<https://www.varengold.de/investor-relations/hauptversammlung/>

The delegation of authority, its revocation and proof of authorisation using the forms provided should be sent to the following address:

Varengold Bank AG
Investor Relations – 2021 Ordinary General Meeting
Große Elbstraße 39
22767 Hamburg, Germany
Fax: +49 (40) 66 86 49 49
Email: hv@varengold.de

From **8 September 2021**, the delegation of authority and its revocation may also be effected and submitted electronically using the Company's online platform at

<https://www.varengold.de/investor-relations/hauptversammlung/>

Intermediaries, shareholders' associations, voting rights advisers and persons treated as such under the German Stock Corporation Act (AktG) may, within the scope of the special provisions of the AktG (Section 135 AktG), stipulate different requirements for the delegation of authority to be granted to them. These requirements can be requested from the respective proxy.

Proxies (with the exception of the voting proxy appointed by the Company) may not attend the General Meeting in person. They may only exercise voting rights for the shareholders they represent by means of absentee voting or by granting a sub(proxy) to the Company's voting proxy. If a shareholder authorises more than one person to represent him/her, the Company may reject one or more of these persons.

c) Exercise of voting rights by delegating authority and issuing instructions to the Company's voting proxy

Furthermore, the Company offers its shareholders the option of being represented in the exercise of their voting rights by the proxy appointed by the Company who is bound by instructions. If shareholders delegate authority to the voting proxy appointed by the Company, they must give the proxy instructions on how to exercise voting rights in every case. Without such instructions, the proxy is invalid. The Company's voting proxy is obliged to vote as instructed.

Delegations of authority and instructions to the voting proxy appointed by the Company may be submitted electronically via the Company's online platform, which will be available at

<https://www.varengold.de/investor-relations/hauptversammlung/>

from **8 September 2021**. This option will remain available until the start of voting at the General Meeting.

Alternatively, delegations of authority and instructions to the voting proxy appointed by the Company may be submitted by **28 September 2021 (received by the Company)** using the proxy forms provided by the Company for this purpose. Shareholders will receive these proxy forms together with their access card once they have registered. For organisational reasons, delegation of authority and instructions for the voting proxy appointed by the Company must be sent to the following address by no later than **28 September 2021 (received by the Company)**:

Varengold Bank AG
Investor Relations – 2021 Ordinary General Meeting
Große Elbstraße 39
22767 Hamburg, Germany
Fax: +49 (40) 66 86 49 49
Email: hv@varengold.de

d) Procedure for exercising voting rights by absentee voting

Shareholders may also cast their votes electronically or in writing, without participating in the General Meeting ('absentee voting'). The prerequisite for exercising voting rights through absentee voting is correct and timely registration for the General Meeting.

The Company's online platform at

<https://www.varengold.de/investor-relations/hauptversammlung/>

will be available for electronic absentee voting from **8 September 2021** until the start of voting at the General Meeting. Shareholders will receive access details once they have registered.

Alternatively, shareholders may use the form sent together with the access card for absentee voting once they have registered. Form-based votes must be received by the Company at the following address no later than **28 September 2021 (date of receipt)**:

Varengold Bank AG
Investor Relations – 2021 Ordinary General Meeting
Große Elbstraße 39
22767 Hamburg, Germany
Fax: +49 (40) 66 86 49 49
Email: hv@varengold.de

4. Making counter proposals and nominations accessible

Insofar as they are to be made available to other shareholders, counter proposals by shareholders to the resolutions proposed by the Management Board and/or Supervisory Board under specific agenda items and nominations for the election of auditors will be published online, without undue delay upon proof of qualification as shareholder, at

<https://www.varengold.de/investor-relations/hauptversammlung/>

if they have been sent to the Company at the following address at least 14 days before the day of the General Meeting, i.e. no later than the end of **14 September 2021 (midnight)**:

Varengold Bank AG
Investor Relations – 2021 Ordinary General Meeting
Große Elbstraße 39
22767 Hamburg, Germany
Fax: +49 (40) 66 86 49 49
Email: hv@varengold.de

5. Right to ask questions electronically

Pursuant to Section 1 (1)(2) of the COVID-19 Act, shareholders will be granted the right to ask questions electronically. With the approval of the Supervisory Board, the Management Board has decided that questions should be submitted electronically no later than one day before the meeting in order to ensure that the General Meeting runs smoothly.

Therefore, only those questions submitted by no later than **27 September 2021 (midnight)** via the Company's online platform, available at

<https://www.varengold.de/investor-relations/hauptversammlung/>

will be considered. The Company's online platform, including the option to send in questions, will be available to shareholders from **8 September 2021**.

The Management Board will answer questions during the General Meeting. Pursuant to Section 1 (2)(2) of the COVID-19 Act, the Management Board will decide dutifully and at its own discretion how it will answer questions.

6. Declaration of objection

In derogation from Section 245 No. 1 AktG, shareholders who have exercised their voting rights as explained above have the option, without appearing at the General Meeting, to lodge an objection to one or more resolutions of the General Meeting with the certifying public notary using electronic communication. A valid declaration of objection shall require the shareholder or proxy to submit the objection, stating the resolution to which the objection is directed, by the end of the General Meeting via the Company's online platform at

IV.

Technical information

1. Technical information about the virtual General Meeting

In order to follow the virtual General Meeting, use the website online platform and exercise shareholders' rights, you will need an Internet connection and a web-enabled device (where applicable), including browser and speakers or headphones. To optimise reproduction of the video and audio feed of the General Meeting, a stable Internet connection with sufficient transmission speed is recommended. To avoid the risk of restrictions in terms of exercising shareholders' rights due to technical problems during the virtual General Meeting, it is recommended that where possible shareholders' rights (in particular voting rights) are exercised before the start of the General Meeting.

2. Information on the availability of the video and audio feed

The video and audio feed of the virtual General Meeting and the availability of the website online platform may be subject to fluctuations in accordance with current technological standards due to restricted availability of the telecommunications network and limitations on third party Internet services, which are beyond the Company's control. The Company can therefore accept no guarantees or liability for the functionality and constant availability of the Internet services used, the third party network elements used, the video and audio feed or access to the website online service platform and its general availability. The Company also accepts no responsibility for errors or defects in the hardware or software used for the online platform, including those of the service companies employed, unless there is deliberate intent. For this reason, the Company recommends that the aforementioned options for exercising rights, in particular for voting rights, are exercised at an early stage. If data protection or security considerations render it absolutely necessary, the chairman of the meeting must reserve the right to interrupt or stop the virtual General Meeting entirely.

V.

Information on data privacy for shareholders

New data protection regulations have been in force throughout Europe since 25 May 2018 in the form of the European General Data Protection Regulation. The privacy of your data and its processing in a legally compliant manner is extremely important to us.

The Company engages service providers for the purpose of organising the Annual General Meeting. These providers will only receive personal data from the Company that are necessary for providing the service for which they have been engaged. The service providers will process these data solely in accordance with the Company's instructions. Furthermore, personal data will be made available to shareholders and shareholder representatives in connection with the General Meeting within the scope of the statutory regulations.

Any person whose data are affected has a right under the statutory regulations of access, to rectification, to restrict processing, to object and to erasure in relation to the processing of their personal data as well as a right to data transfer pursuant to GDPR. These rights may be asserted against the Company free of charge. In addition, there is a right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

Detailed information regarding the processing of your personal data is explained clearly in one place in our data privacy policy. This can be accessed or downloaded from the Company's website at

<https://www.varengold.de/investor-relations/hauptversammlung/>

VI. Reference to gender

This invitation dispenses with gender-specific references in places and uses the generic masculine form solely in order to make it easier to read. All references to persons and terms apply in principle to all genders in the interests of equal treatment. Shortened forms are used solely for editorial reasons and do not imply any form of value judgement.

Hamburg, August 2021

Varengold Bank AG

Management Board