



Invitation to the  
Annual General Meeting 2014

OVB Allfinanz – simply better



## Annual General Meeting 2014

OVB Holding AG  
Cologne  
ISIN DE0006286560

**Dear shareholders,**

We are inviting you to our **Annual General Meeting**, to be held on **Tuesday, 6 June 2014**, 11:00 a.m. (admission from 10:30 a.m.), at the **Dorint Hotel am Heumarkt Cologne**, Pipinstraße 1, 50667 Cologne city centre, Germany.

**OVB Holding AG**  
50667 Cologne

## Agenda

1. **Presentation of the adopted separate financial statements of OVB Holding AG and the approved consolidated financial statements as of 31 December 2013, the management reports of OVB Holding AG and the Group for financial year 2013 (including the Executive Board's explanatory report on the statements required under Sections 289 (4) and 315 (4) HGB), the Supervisory Board's report, the corporate governance report, and the remuneration report for the 2013 financial year.**

In accordance with legal requirements, there will be no resolution concerning agenda item 1 as the annual financial statements and consolidated financial statements have already been approved by the Supervisory Board.

2. **Resolution on the appropriation of the retained earnings as of 31 December 2013**

The Executive Board and Supervisory Board propose that the retained earnings of EUR 13,785,391.34 in the financial year 2013 be appropriated as follows:

Distribution of a dividend of EUR 0.55 per no-par share entitled to dividend; with 14,251,314 no-par shares entitled to dividend, this amounts to

	EUR 7,838,222.70
Profit carryforward	EUR 5,947,168.64
Retained earnings	EUR 13,785,391.34

3. **Resolution on the formal discharge of the members of the Executive Board for financial year 2013**

The Supervisory Board and Executive Board propose that formal discharge be granted to the members of the Executive Board for financial year 2013.

#### **4. Resolution on the formal discharge of the members of the Supervisory Board for financial year 2013**

The Supervisory Board and Executive Board propose that formal discharge be granted to the members of the Supervisory Board for financial year 2013.

#### **5. Resolution on the appointment of an auditor, group auditor and auditor for any audit review of the interim financial reports for the 2014 financial year**

The Supervisory Board – supported by the recommendation of the Audit Committee – proposes that PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, be appointed auditor and group auditor and auditor for the audit review of any interim financial reports that are prepared for the financial year 2014.

Before recommending this appointment, the Supervisory Board obtained from PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, a declaration of its independence pursuant to the German Corporate Governance Code.

#### **6. Resolution concerning approval of the conclusion of a control agreement between OVB Holding AG and OVB Vermögensberatung AG**

It is planned to conclude a control agreement between OVB Holding AG and der OVB Vermögensberatung AG domiciled in Cologne in addition to the existing profit transfer agreement. The purpose is to create a consolidated tax group for both companies and to align OVB Vermögensberatung AG more closely to the corporate goals of OVB Holding AG.

The Executive Board and the Supervisory Board therefore propose to approve the conclusion of a control agreement dated 24 March 2014 between OVB Holding AG and OVB Vermögensberatung AG domiciled in Cologne. The control agreement submitted to the Annual General Meeting according to Section 293 (2) AktG materially states as follows:

**Recitals**

*To further govern the corporate relationships between the parties, the controlled company OVB Vermögensberatung AG wishes to assign its management to OVB Holding AG in addition to the profit transfer agreement dated 27 February 2008 that is already in effect between the parties.*

**Management**

*Due to the management authority of OVB Holding AG over OVB Vermögensberatung AG as stipulated by the control agreement, OVB Holding AG is entitled to issue mandatory instructions to the Executive Board of OVB Vermögensberatung AG with regard to company management. However, this management authority does not include instructions on maintaining, amending or terminating this control agreement.*

**Assumption of losses**

*Pursuant to the agreement on the assumption of losses under the control agreement, OVB Holding AG is obliged under Section 302 (1) AktG as amended from time to time to settle all net losses of OVB Vermögensberatung AG during the term of the agreement, as long as these are not settled by taking amounts placed in the other profit reserves during the term of the control agreement. The obligation to assume losses shall first apply during the complete financial year of OVB Vermögensberatung in which the control agreement takes effect. The claim for assumption of losses will take effect at the end of each financial year of OVB Vermögensberatung AG.*

**Entry into force and term**

*The control agreement will take effect upon consent by the Annual General Meetings of OVB Holding AG and OVB Vermögensberatung AG and its entry in the Commercial Register of OVB Vermögensberatung AG's registered domicile. The control agreement will be in effect for an indefinite period. It can be terminated by giving six months' notice to the end of a calendar year, or terminated without notice for due cause. OVB Holding AG shall be entitled to termination for due cause in particular if it no longer holds the majority of voting rights in OVB Vermögensberatung AG.*

## Participation in the Annual General Meeting

### Documents

The content of this convening notice, an explanation of agenda item 1, the total number of shares and voting rights at the time of convening, the documents listed under agenda item 1, and the Executive Board's proposal for the appropriation of retained earnings as well as

- the control agreement between OVB Holding AG and OVB Vermögensberatung AG dated 24 March 2014,
- the annual financial statements and management reports of OVB Holding AG and the annual financial statements of OVB Vermögensberatung AG for the 2011, 2012 and 2013 financial years,
- the annual reports of OVB Holding AG for the 2011, 2012 and 2013 financial years. This includes the consolidated financial statements and management reports of OVB Holding AG for the 2011, 2012 and 2013 financial years.
- the joint report by the Executive Boards of OVB Holding AG und der OVB Vermögensberatung AG regarding the control agreement under Section 293a AktG

will be available on our website at <http://www.ovb.ag> (in the "Annual General Meeting" section under "Investor Relations") from the time the notice of meeting is published online. The aforementioned documents will also be available in print at the Annual General Meeting.

### Total number of shares and voting rights at the time of convening the General Meeting

As of the time of convening the Annual General Meeting, the company's share capital is divided into 14,251,314 no-par bearer shares carrying just as many voting rights. The company does not hold own stock as of the convening of the Annual General Meeting.

## Requirements for participation in the General Meeting and the exercise of voting rights

Participation in the Annual General Meeting and the exercise of voting rights require that the shareholders register their participation with the company. The registration must be furnished in German or English and received by the company in written form (Section 126b BGB (German Civil Code)) before 24:00 on Friday, 30 May 2014, at the following address:

OVB Holding AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903 -74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Apart from the registration, proof of the shareholders' entitlement to participation and the exercise of voting rights is necessary. This requires special proof of shareholdings provided by the respective depository institute in written form (Section 126b BGB). The proof of shareholder capacity must be written in German or English and refer to the beginning of the twenty-first day prior to the Annual General Meeting ("record date"), i.e. 0:00 on Friday, 16 May 2014. This proof must be received by the Company before 24:00 on Friday, 30 May 2014 at the above named address.

### Significance of the record date

The record date is the decisive date with respect to the scope and exercise of the rights to participate and to vote in the Annual General Meeting. In relation to the company, only those shareholders who have furnished proof of their shareholdings are entitled to participate in the Annual General Meeting and exercise their voting rights. The entitlement to participation and the scope of voting rights are based solely on existing shareholdings as of the record date.

The record date does not have a blocking effect on the marketability of shareholdings. Even in the case of the entire or partial sale of sharehold-

ings subsequent to the record date, the shareholder's stock owned as of the record date remains the sole deciding quantity for participation and scope of voting rights; i.e. the sale of shares subsequent to the record date has no effect on the entitlement to participation and the scope of voting rights. The same applies for the purchase of shares after the record date. Those who do not own any shares as of the record date and become shareholders only later are not entitled to participate or exercise voting rights.

### Proxy voting

Shareholders may have their voting rights exercised at the Annual General Meeting by a proxy, e.g. a bank, shareholders' association, or person of their choice. In this case as well, shareholders must register and submit proof of their share ownership in good time.

If the power of proxy is not subject to the scope of Section 135 AktG, i.e. if the power of proxy is neither granted to a bank, shareholders' association, or another person or association deemed equal to banks according to Section 135 (8) AktG or Section 135 (10) in conjunction with Section 125 (5) AktG nor is it otherwise subject to the scope of Section 135 AktG, granting the power of proxy, its revocation, and furnishing proof of the power of proxy to the company requires written form (Section 126b BGB).

Proof of the power of proxy granted may be furnished in such a way that the proxy shows the power of proxy at the admissions desk on the day of the Annual General Meeting. For electronic transmission of the proof of the power of proxy, the company provides the following e-mail address to its shareholders:

**E-Mail: [Hauptversammlung2014@ovb.ag](mailto:Hauptversammlung2014@ovb.ag)**

The aforementioned method of transmission is also available if the power of proxy is intended to be granted by way of declaration to the company; a separate proof of the power of proxy is obsolete in this case. Even the revocation of the power of proxy granted may be declared directly to the company using the aforementioned way of transmission.



A form for granting power of proxy is sent to the shareholders after the registration has been received in due time and in the form described above. If a shareholder grants the power of proxy to more than one person, the company may refuse one or several of them.

With respect to granting power of proxy to banks, shareholders' associations, or other persons or institutions deemed equal under stock corporation law, statutory provisions apply. If you wish to grant power of proxy to a bank, shareholders' association, or another person or institution deemed equal to a bank under stock corporation law, please consult this entity for the possible forms of the power of proxy.

### **Authorisation of proxies nominated by the company**

We provide our shareholders with the option to grant power of proxy even prior to the Annual General Meeting to company-nominated proxies bound by instructions.

Shareholders who wish to grant power of proxy to proxies nominated by the company prior to the Annual General Meeting must register and furnish proof of their shareholdings in good time. After proper registration, they will receive further information on proxy voting as well as a form that can be used to grant the power of proxy and give instructions to the proxies nominated by the company. The power of proxy granted to proxies nominated by the company, its revocation, proof of the power of proxy to the company, as well as the issue of instructions to company-nominated proxies, their revocation, or changes to the instructions must be in written form.

Insofar as the proxies nominated by the company are granted power of proxy, they must be given instructions for the exercise of voting rights with respect to each agenda item. The proxies are obligated to vote according to their instructions. The proxies nominated by the company do not accept power of proxy for filing objections to shareholders' resolutions, exercising the right to talk or ask questions, or for filing motions.

Shareholders who wish to grant power of proxy to company-nominated proxies are kindly asked for organisational reasons to submit the power of proxy including voting instructions by 4 June 2014 per mail, fax message, or e-mail to the company at the following address:

OVB Holding AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Furthermore, we provide the option to shareholders who have registered in due form and time and who are present at the Annual General Meeting to authorise the company-nominated proxies to exercise their voting rights even at the Annual General Meeting.

## Shareholders' rights

### Supplements to the agenda

Shareholders whose combined share ownership comes to a twentieth of the share capital or the proportionate amount of EUR 500,000.00 are entitled to request in accordance with Section 122 (2) AktG that topics of their choice be announced and put on the agenda. Each new topic must be accompanied by an explanatory statement or a proposal for resolution. Shareholders' requests for supplements to the agenda according to Section 122 (2) AktG must be directed to the company's Executive Board in writing and received by the company before 24:00 on Tuesday, 6 May 2014. Please submit any such requests to the Executive Board at the following address:

OVB Holding AG  
Investor Relations  
2014 Annual General Meeting  
Heumarkt 1  
50667 Cologne, Germany

Any supplements to the agenda subject to announcement are promptly announced in the Federal Gazette upon the request's receipt and transmitted for publication to media outlets of which it can be expected to spread the information throughout the entire European Union.

They will also be made available online at <http://www.ovb.ag> (under "Investor Relations" in the "Annual General Meeting" section) and announced to the shareholders.

### Counter motions and election proposals

Furthermore, the company's shareholders may submit election proposals and counter motions with regard to the Executive Board's and/or Supervisory Board's proposals for resolution on individual agenda items. If counter motions are to be made available, they must include an explanatory statement. Counter motions, election proposals, and other shareholders' requests for the Annual General Meeting must be directed exclusively to:

OVB Holding AG  
Investor Relations  
2014 General Meeting  
Heumarkt 1  
50667 Cologne, Germany  
Fax: +49 221 2015-325  
E-mail: [Hauptversammlung2014@ovb.ag](mailto:Hauptversammlung2014@ovb.ag)

We will announce election proposals and counter motions to be made available on the Internet at <http://www.ovb.ag> (in the "Annual General Meeting" section under "Investor Relations") upon receipt, including the respective shareholder's name and any explanatory statements to be made available. Those counter motions and election proposals with respect to individual agenda items will be considered that have been received at the aforementioned address or per fax message or e-mail before 24:00 on 22 May 2014. Any statements issued by the management will also be announced at the aforementioned Internet address.

### Requests for information

In accordance with Section 131 (1) AktG, the Executive Board must provide information on company matters upon any shareholder's request at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda. The duty to provide information also includes the legal and business relationships the company maintains with its affiliates. Requests for information must generally be made verbally at the Annual General Meeting during the debate. The duty of the Executive Board of a parent company (Section 290 (1) and (2) HGB) to provide information at the Annual General Meeting at which the consolidated financial statements and the consolidated management report are presented also includes the situation of the Group and the companies included in the consolidated financial statements.

### Information supplied on the company's website

Compliant with Section 124a AktG, the required information is available to shareholders on our website at <http://www.ovb.ag> (under "Investor Relations" in the "Annual General Meeting" section).

Cologne, April 2014

**OVB Holding AG**  
Executive Board



## How to find the Dorint Hotel am Heumarkt Cologne

### Come by train and support the environment

Take a train to Cologne, Hauptbahnhof (main railway station). Once you get off the train it is about a 7- to 8-minute walk to our hotel. (Alternatively, you can take a taxi – cab fare will be about Euro 8). Go through the main exit of the railway station and walk towards Cologne Cathedral. Continue along the shopping street Hohe Strasse until you have reached the end of it. When you are in front of Kaufhof, turn left into Gürzenich Strasse. Now the hotel is already behind you and you must merely walk right down Grosse Sandkaul until you reach the main entrance of the hotel.

### Coming by Car

If you come by car and enter our address in your navigation system, please note that most navigation systems are not familiar with “Pipinstrasse”. Instead, you should enter the street “Grosse Sandkaul”. In that case you will be directed straight to the entrance of our underground car park.

### Coming from a northern direction

Coming on the A1 (Dortmund), go all the way to Autobahnkreuz (motorway junction) Köln-Nord, take the exit "Köln Zentrum" (Cologne city centre) on the A 57, continue on the A 57 until you reach the end of the motorway, stay in the central lane, turn left onto Subbelrather Strasse and stay in the right lane. Continue straight ahead, take a slight right onto Gladbacher Strasse and continue straight ahead on Christophstrasse. Continue on Gereonstrasse and go straight ahead on Börsenplatz. Keep going straight ahead on Unter Sachsenhausen, staying in the right lane. Take a right onto Tunisstrasse and continue straight ahead on Offenbachplatz. Keep going straight on Tunisstrasse and continue on Nord-Süd-Fahrt, staying in the right lane. Continue straight on Neuköllner Strasse, keeping to the right on the underpass. Turn left onto Cäcilienstrasse/Pipinstrasse, turn left on Pipinstrasse (U-turn) and right onto Grosse Sandkaul.

### Coming from a southern direction

Coming on the A3 (Frankfurt), go all the way to Autobahndreieck (motorway junction) Heumar, keep right to go onto the A4. At the Autobahnkreuz Gremberg keep half-right on the A559/Östliche Zubringerstrasse. Continue straight on Opladener Strasse through Kölnarena. Keep going straight on Mindener Strasse, staying in the central or left lane. Continue straight across Deutzer Brücke (bridge), take a right onto Grosse Sandkaul.

### Coming from an easterly direction

Coming on the A 555 (Bonn) go all the way to the end of the motorway at the Verteilerkreis Köln, exit the roundabout at the first opportunity to go onto the B 51. In Cologne, continue on the B 9, take a left onto Mechtildstrasse. Continue straight on An Sankt Katharinen, turn right onto Severinsstrasse. Continue straight on Waidmarkt and then on Hohe Pforte, take a right onto Stephanstrasse, then take a left onto Kasinostrasse. Continue straight on Hermann-Joseph-Platz and then on Kasinostrasse, take a right onto Pipinstrasse, turn left on Pipinstrasse (U-turn) and right into Große Sandkaul.

### Coming from a westerly direction

Coming on the A 4 (Aachen), go all the way to the Köln-Klettenberg exit and keep half-right. Take a right onto the B 265, keep to the right on the B 265. In Cologne, take a left onto B 265/Pfälzer Strasse. Continue straight on B 55/Neue Weyerstrasse, keep going straight on Blaubach and con-

tinue on Main Street ( Changes Name into Mühlenbach) whilst keeping on right line. Follow Signage MARITIM KONGRESS and DOM/RHEIN by turning right. Turn left into the tunnel underneath the Maritim Hotel and keep on right line. After a long curve to the left (keep right line) you will reach the Augustiner Straße. Go right into the Augustiner Straße. After approximately 400 meters you will find the Hotel main entrance on your right hand side.

### Coming from a different direction

Coming on the A 3 (Oberhausen), go all the way to the Kreuz Köln-Ost exit, to the Köln-Deutz/Zentrum exit and to the Koelnmesse exit. Pass the trade fair ground on the right hand side going onto Köln-Mülheimer Strasse. After the underpass, take a left onto Opladener Strasse and stay in the left or central lane. Cross Deutzer Brücke (bridge) and then turn right onto Grosse Sandkaul.

### Coming from the airport

In a taxi it will take you about 20 minutes to the Dorint Hotel am Heumarkt Köln (fare for the ride: approx. Euro 27).

Right at the airport is a railway station from where ICE trains, RE trains and the S-Bahn line 13 go regularly to the main railway station in Cologne. After you get off there, you can walk to our hotel in approx. 7 to 8 minutes. Alternatively, you can take a taxi – cab fare will be about Euro 8. Go through the main exit of the railway station and walk towards Cologne Cathedral. Continue along the shopping street “Hohe Strasse” until you have reached the end of it. When you are in front of Kaufhof, turn left into Gürzenich Strasse. Now the hotel is already behind you and you must merely walk right down Grosse Sandkaul until you reach the main entrance of the hotel.

### Coming by car

Fees for underground car park:

1 hour: Euro 1

from the 2 hour: Euro 3

Daily rate Euro 25 per 24 hours

Please note that as of 01.01.2008, parts of the city of Cologne have been declared a low emission zone. You can obtain an emission sticker and further information via the website [www.umwelt-plakette.de](http://www.umwelt-plakette.de).

## From the Financial Calendar

26	March 2014	Publication of the annual financial statements for 2013, Annual Report
14	May 2014	Results for the first quarter of 2014
06	June 2014	Annual General Meeting, Cologne
13	August 2014	Results for the second quarter of 2014
12	November 2014	Results for the third quarter of 2014

### **OVB Holding AG**

Heumarkt 1  
50667 Cologne

Tel.: +49 (0) 221/2015 - 0  
Fax: +49 (0) 221/2015 - 264  
[www.ovb.ag](http://www.ovb.ag)

### **Investor Relations**

Tel.: +49 (0) 221/2015 - 288  
Fax: +49 (0) 221/2015 - 325  
E-Mail: [ir@ovb.ag](mailto:ir@ovb.ag)