

Invitation to the 2016 Annual General Meeting

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OVB Holding AG
Cologne
ISIN DE0006286560
Convening Notice of the 2016 Annual General Meeting

Dear shareholders,

We hereby invite you to the
Annual General Meeting of OVB Holding AG
to be held on **Friday, 3 June 2016, 11:00 a.m.**
(admission starting at 10:30 a.m.), at
the **Dorint Hotel am Heumarkt Cologne**,
Pipinstrasse 1, 50667 Cologne city centre,
Germany.

OVB Holding AG
50667 Köln

Agenda

1. **Presentation of the adopted separate financial statements of OVB Holding AG and the approved consolidated financial statements as of 31 December 2015, the management reports of OVB Holding AG and the Group for financial year 2015 (including the Executive Board's explanatory report on the statements required under Sections 289 (4) and 315 (4) of the HGB), the Supervisory Board's report, the corporate governance report, and the remuneration report for the 2015 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 and therefore the financial statements have been adopted.

2. **Resolution on the appropriation of the retained earnings as of 31 December 2015**

The Executive Board and Supervisory Board propose that the retained earnings of EUR 15,540,795.49 for the financial year 2015 be appropriated as follows:

Distribution of a dividend of EUR 0.65 per no-par share entitled to dividend; with 14,251,314 no-par shares entitled to dividend, this amounts to	EUR 9,263,354.10
Profit carried forward	EUR 6,277,441.39
Retained earnings	EUR 15,540,795.49

3. **Resolution on the formal discharge of the members of the Executive Board for financial year 2015**

The Supervisory Board and Executive Board propose that formal discharge be granted to the members of the Executive Board for financial year 2015.

4. Resolution on the formal discharge of the members of the Supervisory Board for financial year 2015

The Executive Board and Supervisory Board propose that formal discharge be granted to the members of the Supervisory Board for financial year 2015.

5. Selection of an auditor, group auditor and auditor for any audit review of the interim financial reports for the 2016 financial year

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Dusseldorf, Germany, be appointed auditor, group auditor, and auditor for the audit review of interim financial reports for the 2016 financial year if the Executive Board decides on an audit review. The proposal for appointment is based on the recommendations of the Audit Committee.

6. Selection of the auditor for the audit review of the interim financial report for the first quarter of the 2017 financial year

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Dusseldorf, Germany, be appointed auditor for the audit review of interim financial reports for the first quarter of the 2017 financial year if the Executive Board decides on an audit review. The proposal for appointment is based on the recommendations of the Audit Committee.

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 will be accessible from the time of convening the Annual General Meeting online at <http://www.ovb.eu> (under "Investor Relations" in the "Annual General Meeting" section). 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 proprietary 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. Registration must be submitted in German or English and be received by the company in written form (Section 126b of the German Civil Code) before midnight on Friday, 27 May 2016, at the address below:

OVB Holding AG
C/o Computershare Operations Centre
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Apart from their registration forms, shareholders must also provide proof of entitlement to attend and exercise their voting rights. This requires spe-

cial proof of shareholdings provided by the respective depository institute in written form (Section 126b BGB). Proof must be in German or English and refer to the beginning of the twenty-first day prior to the Annual General Meeting (“record date”), i.e., Friday, 13 May 2016 at midnight. This proof must be received by the Company before midnight (end of day, 24:00) on Friday, 27 May 2016 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 shareholdings 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 institution 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 email address to its shareholders:

Hauptversammlung2016@ovb.eu

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 means 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 Wednesday, 1 June 2016 per mail, fax message, or email to the company at the following address:

OVB Holding AG
C/o Computershare Operations Centre
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: 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 midnight (end of day, 24:00) on Tuesday, 3 May 2016. Please submit any such requests to the Executive Board at the following address:

OVB Holding AG
Investor Relations
Annual General Meeting 2016
Heumarkt 1
50667 Cologne

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, which can be expected to spread the information throughout the entire European Union.

They will also be available at the website <http://www.ovb.eu> (under "Annual General Meeting" and "Investor Relations") and communicated 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
Annual General Meeting 2016
Heumarkt 1
50667 Cologne
Fax: +49 221 2015-325
E-mail: Hauptversammlung2016@ovb.eu

We will announce election proposals and counter motions to be made available upon receipt, including the respective shareholder's name and any explanatory statements to be made available at

<http://www.ovb.eu> (under "Annual General Meeting" and "Investor Relations")

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 email before midnight (end of day, 24:00) on Thursday, 19 May 2016. 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

The shareholders can find the information under Section 124a AktG online at <http://www.ovb.eu> (under "Annual General Meeting" and "Investor Relations").

Cologne, April 2016

OVB Holding AG
Executive Board



How to find the Dorint Hotel am Heumarkt Cologne

Coming by Car

If you come by car and enter the address of the hotel 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 the underground car park.

Coming from a northern direction

Coming on the A 1 (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 A 3 (Frankfurt), go all the way to Autobahndreieck (motorway junction) Heumar, keep right to go onto the A 4. At the Autobahnkreuz Gremberg keep half-right on the A 559/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 continue 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 by car

Fees for underground car park:

per hour: Euro 3

Daily rate Euro 27 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.

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.

Konrad-Adenauer Airport Cologne-Bonn

Airport code: CGN

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.

From the Financial Calendar

17 March 2016	Publication of the Annual Financial Statements for 2015, Analyst Conference, Press Conference
11 May 2016	Results for the first quarter 2016, Conference Call
03 June 2016	Annual General Meeting, Cologne
10 August 2016	Results for the second quarter 2016, Conference Call
10 November 2016	Results for the third quarter 2016, Conference Call

OVB Holding AG

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Investor Relations

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