



Invitation

to the 2018 Annual General Meeting



OVB Holding AG
Cologne
ISIN DE0006286560
Convening Notice of the 2018 Annual General Meeting

Dear shareholders,

We hereby invite you to the

Annual General Meeting of OVB Holding AG
on Tuesday, on 5 June 2018, 11:00 AM
(*admission starting at 10:30 AM*),

at the Dorint Hotel
am Heumarkt in Cologne,
Pipinstraße 1,
50667 Cologne Centre.

Agenda

- 1. Presentation of the adopted separate financial statements of OVB Holding AG and the approved consolidated financial statements as of 31 December 2017, the Summary Management Report of OVB Holding AG and the Group for the 2017 financial year, including the Executive Board's explanatory report on the disclosures pursuant to Sec. 289a (1), Sec. 315a (1) HGB (German Commercial Code), the Supervisory Board's report, the Corporate Governance Report, and the Remuneration Report for the 2017 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 2017**

The Executive Board and Supervisory Board propose that the retained earnings in the amount of EUR 19,631,099.60 for the 2017 financial year are appropriated as follows:

Distribution of a dividend of EUR 0.75 per no-par share entitled to dividend; with 14,251,314 no-par shares entitled to dividends	EUR 10,688,485.50
Profit carried forward	EUR 8,942,614.10

3. Resolution on the formal discharge of the members of the Executive Board for financial year 2017

The Supervisory Board and Executive Board propose that formal discharge be granted to the members of the Executive Board for financial year 2017.

4. Resolution on the formal discharge of the members of the Supervisory Board for financial year 2017

The Executive Board and Supervisory Board propose that formal discharge be granted to the members of the Supervisory Board for financial year 2017.

5. Resolution on amendment of the Articles of Association

The remuneration of the Supervisory Board members of OVB Holding AG, which is defined in § 14 of the Articles of Association, was last adjusted in 2005. With regard to the current practice of many enterprises and in accordance with Section 5.4.6 of the German Corporate Governance Code, the present remuneration consisting of a fixed and a variable remuneration component shall be replaced by an exclusively fixed remuneration. At the same time, the recommendation contained in Section 5.4.6 (1) sent. 2 of the German Corporate Governance Code shall be followed in considering the Chair and Vice Chair positions on the Supervisory Board as well as the position of the Chair and the membership in Supervisory Board committees.

The Executive Board and the Supervisory Board therefore propose the following resolution:

§ 14 of the Articles of Association shall be revised as follows:

„§ 14

- (1) The Supervisory Board members shall receive fixed annual remuneration payable after the end of the financial year and amounting to EUR 15,000.00 for each individual member, plus the value-added tax incurred on said amount, and the remuneration for the Chair shall be twice that amount and for the Vice Chair one and a half times that amount.*
- (2) The members of the audit committee shall additionally receive fixed annual remuneration payable after the end of the financial year and amounting to EUR 7,500.00, plus the value-added tax incurred on said amount, and the remuneration for the Chair shall be twice that amount.*
- (3) The members of the nomination and remuneration committee shall additionally receive fixed annual remuneration payable after the end of the financial year and amounting to EUR 5,000.00, plus the value-added tax incurred on said amount, and the remuneration for the Chair shall be twice that amount.”*

Upon the amendment of § 14 of the Articles of Association taking effect, the new regulation regarding the Supervisory Board remuneration shall apply for the first time for the financial year started on 1 January 2018.

6. New elections to the Supervisory Board

Upon the end of the general shareholders' meeting on 5 June 2018, the term in office of all Supervisory Board members will expire according to Sec. 102 (1) German Stock Companies Act and according to § 10 (3) of the Articles of Association of OVB Holding AG.

Pursuant to Sec. 95 and Sec. 101 AktG (German Stock Companies Act) in conjunction with § 10 (1) of the Articles of Association, the Supervisory Board is composed of six members, who are elected by the general shareholders' meeting.

The Supervisory Board proposes, based on a corresponding suggestion by its Nomination and Remuneration Committee, to elect the persons listed below under lit. a) to f) as Supervisory Board members with effect as of the end of the shareholders' meeting. The appointment shall be for a term in office expiring at the end of the shareholders' meeting which decides on the approval of the actions by the Supervisory Board for the 2022 financial year.

- a) **Michael Johnigk**, member of the Executive Boards of SIGNAL IDUNA Krankenversicherung a.G. (Dortmund), of IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe (Hamburg), of SIGNAL Unfallversicherung a.G. (Dortmund), SIGNAL IDUNA Allgemeine Versicherung AG (Dortmund) and SIGNAL IDUNA Holding AG (Dortmund), residing in Herdecke
- b) **Maximilian Beck**, member of the Executive Boards of Basler Lebensversicherungs-AG, Hamburg, Basler Sachversicherungs-AG, Bad Homburg, and Basler Sach Holding AG, Hamburg, Managing Director of Basler Saturn Management B.V. in the capacity of general partner of Basler Versicherung Beteiligungen B.V. & Co. KG, Hamburg, residing in Hamburg
- c) **Markus Jost**, certified expert of accounting and controlling, self-employed, residing in Dornach, Switzerland
- d) **Wilfried Kempchen**, retired merchant (previously Chair of the Executive Board of OVB Holding AG), residing in Düren
- e) **Dr Thomas A. Lange**, Chair of the Executive Board of NATIONAL-BANK AG, Essen, residing in Meerbusch
- f) **Winfried Spies, Dipl.-Math.**, retired (previously Chair of the Executive Boards of Generali Versicherung AG, Munich; Generali Lebensversicherung AG, Munich; Generali Beteiligungs- und Verwaltungs-AG, Munich), residing in Wadgassen

The intent is to hold reelections of the Supervisory Board members as individual elections.

In accordance with Sec. 5.4.3 sent. 3 of the German Corporate Governance Code, let it be noted that Mr Michael Johnigk is to be proposed as a candidate for Chair of the Supervisory Board. Mr Johnigk has already expressed that he is again available.

Further information about the persons proposed for election can be found the agenda below.

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

The Supervisory Board proposes that Pricewaterhouse-Coopers GmbH, Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, be appointed auditor, group auditor, and auditor for the audit review of interim financial reports for the 2018 financial year and any interim financial reports to be prepared before the 2019 Annual General Meeting, if the Executive Board decides on an audit review. The proposal for appointment is based on the recommendations of the Audit Committee.

The Audit Committee has declared that its recommendation is free from undue influence taken by third parties and that no clause was imposed on it that restricts its selection options in the definition of Art. 16 (6) of the EU Auditors' Regulation, Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

Further information on the Supervisory Board candidates proposed for election under agenda item 6:

According to Section 5.4.1. (6) German Corporate Governance Code in the version from 7 February 2017, the Supervisory Board makes it known:

Mr **Michael Johnigk** is a member of the Group Executive Board of SIGNAL IDUNA Group (Dortmund and Hamburg). Through the companies IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe (Hamburg) and SIGNAL IDUNA Krankenversicherung a.G. (Dortmund), it holds a majority share in OVB Holding AG. Mr Johnigk is a member of the Executive Boards of IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe (Hamburg) and of SIGNAL IDUNA Krankenversicherung a.G. (Dortmund).

IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe, Hamburg, has a direct shareholding in the amount of rounded 31.67 percent. Since the insurance companies of SIGNAL IDUNA Group represent a group of equal subsidiaries according to Sec. 18 (2) German Stock Companies Act, IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe, Hamburg, indirectly holds 52.94 percent. SIGNAL IDUNA Krankenversicherung a.G., Dortmund and Hamburg, has a direct shareholding in the amount of rounded 21.27 percent. The shares held directly by SIGNAL IDUNA Krankenversicherung a.G. and IDUNA Vereinigte Lebensversicherung aG are also attributed, in accordance with Sec. 33 (1) in conjunction with Sec. 34 (2) WpHG [German Securities Trading Act], indirectly to SIGNAL Unfallversicherung a.G., Dortmund, so that it has a respectively indirect shareholding in the amount of rounded 52.94 percent.

In the financial year 2017, the OVB Group earned sales revenues with the group affiliates of SIGNAL IDUNA Group in the amount of EUR 24,929k and respectively total sales commissions in the amount of EUR 26,487k. These sales revenues result from existing contracts and the brokerage of financial products.

Mr **Maximilian Beck** is a member of the Executive Boards of Basler Lebensversicherungs-AG (Hamburg), Basler Sachversicherungs-AG (Bad Homburg), Basler Sach Holding AG (Hamburg), and Managing Director of Basler Saturn Management B.V. in the capacity of general partner of Basler Versicherung Beteiligungen B.V. & Co. KG, (Hamburg).

Until 31 August, 2017, Mr **Markus Jost** had been a member of the Executive Boards of Basler Lebensversicherungs-AG (Hamburg), Basler Sachversicherungs-AG (Bad Homburg), Basler Sach Holding AG (Hamburg), and Managing Director of Basler Saturn Management B.V. in the capacity of general partner of Basler Versicherung Beteiligungen B.V. & Co. KG, (Hamburg).

Basler Beteiligungsholding GmbH, Hamburg, holds shares in the amount of rounded 32.57 percent in OVB Holding AG. In accordance with Sec. 33 and Sec. 34 no. 1 WpHG, new version, this shareholding is attributed to Basler Sachversicherungs-Aktiengesellschaft, Bad Homburg, Basler Lebensversicherungs-Aktiengesellschaft, Hamburg, Basler Sach Holding AG, Hamburg, Basler Versicherung Beteiligungen B.V. & Co. KG, Hamburg, Bâloise Delta Holding S.a.r.l., Bartingen, Luxembourg, and Bâloise Holding AG, Basel, Switzerland.

In the 2017 financial year, the OVB Group earned sales revenues with the group affiliates of Bâloise in the amount of EUR 34,470k and respectively total sales commissions in the amount of EUR 36,240k. These sales revenues result from existing contracts and the brokerage of financial products.

Until 2015, Mr **Winfried Spies** had been the Chairman of the Board of Directors of Generali Versicherung AG, Munich; Generali Lebensversicherung AG, Munich, Generali Beteiligungs- und Verwaltungs-AG.

Generali Lebensversicherung AG, Munich, has a direct shareholding in the amount of rounded 11.48 percent in OVB Holding AG, which is attributable, according to Sec. 33 and Sec. 34 (1) no. 1 WpHG, new version, to Generali Deutschland AG, Munich, Generali Beteiligungs-GmbH, Aachen, and Assicurazioni Generali S.p.A., Triest, Italy.

In the financial year 2017, the OVB Group earned sales revenues with the group affiliates of Generali in the amount of EUR 17,639k and respectively total sales commissions in the amount of EUR 17,491k. These sales revenues result from existing contracts and the brokerage of financial products.

Dr Thomas A. Lange is a member of the Supervisory Board of HANSAINVEST Hanseatische Investment-GmbH, Hamburg, a company affiliated with SIGNAL IDUNA Group.

Between Mr **Wilfried Kempchen** and OVB Holding AG, the bodies of OVB Holding AG and a shareholder with a significant stake in the Company, there are no personal or business relations established within the definition of Sec. 5.4.1 (6) of the German Corporate Governance Code.

a) Michael Johnigk

Professional career and significant activities aside from Supervisory Board seat:

- Since 1999, member of the Executive Boards of SIGNAL IDUNA Group, Hamburg/Dortmund, responsible for sales, marketing, staff development and corporate relationships
- 1996-1999 Member of the Executive Boards of IDUNA Nova Group, Hamburg
- 1978-1996 Gothaer Versicherungsgruppe, various senior roles in sales, most recently General Manager

Training

- 1973 - 1978 Studies of Business Administration at University of Cologne, MBA

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

By virtue of his many years of service on the Supervisory Boards of insurance companies and the executive boards of distribution companies, Mr Michael Johnigk has extensive experience in the strategic and operative management of a company. Based on his training and professional career, Mr Johnigk has great expertise in the sale of insurance products.

Membership in other German statutory supervisory boards:

- SIGNAL IDUNA Vertriebspartnerservice AG, Dortmund (Chairman)
- SDV Servicepartner der Versicherungsmakler AG, Augsburg (Chairman)
- BCA AG, Bad Homburg

No membership in comparable German or foreign supervisory bodies of commercial enterprises

b) Maximilian Beck*Professional career and significant activities aside from Supervisory Board seat:*

- Since 2017 Basler Versicherungen, Bad Homburg and Hamburg
Member of the Executive Boards for the Life Insurance and Exclusive Distribution Departments
- 2011 - 2017 Basler Versicherungen, Hamburg
Division Head for sales projects (focusing on broker sales and sales systems) as well as sales support for life insurance with commercial power of attorney
- 2008 - 2011 Deutscher Ring Versicherungen, Hamburg
Assistant to the Executive Board in the Marketing/Sales Department
- 2006 - 2008 ADVOCARD Rechtsschutzversicherung AG, Hamburg
Product and Customer Group Manager
- 2002 - 2004 Neugebauer Beck GmbH, Hamburg
Founder and managing partner of a financial services provider operating throughout Germany
- 1996 - 2002 tecis Finanzdienstleistungen AG, Hamburg
Promoted in all career stages within the financial service provider, most recently to Divisional Manager and member of the entrepreneurial advisory board
- 1992-2000 German Federal Armed Forces (career officer track)

Training

- 2004 - 2009 Studies of Business Administration (part-time starting in 2006), with degrees in business administration (technical college) in 2006 and Master of Business Administration (MBA) in 2009, Hamburg

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

Based on his many years of experience as financial consultant and executive in the distribution of financial services and because of his later management roles, Mr Maximilian Beck contributes far-reaching expertise in the sale and management of a sales organisation to the work of the Supervisory Board.

Membership in other German statutory supervisory boards:

- Basler Vertriebsservice AG, Hamburg (Chairman)
- ZEUS Service AG, Hamburg (Chairman)

No membership in comparable German or foreign supervisory bodies of commercial enterprises

c) Markus Jost

Professional career and significant activities aside from Supervisory Board seat:

Markus Jost was on the Board of Directors of Basler Versicherungen from 2013 to 2017. He was responsible for the Life Insurance department and, since 2014, the Exclusive Distribution department.

Markus Jost initially joined the Baloise Group as CFO of Baloise Life (Liechtenstein), where he later took on the position of CEO in April 2012. Before moving to the Baloise Group, he was the CFO of a subsidiary of the Generali Group and a member of management. Prior to this, he spent roughly thirty years working at Nationale Suisse where, from 2004 to 2008, he held the role of Group CFO, manager of a business unit and member of Group management. At both Nationale Suisse and Baloise Life, Markus Jost had a key role in strategic realignments, rebranding and business-related projects (e.g. change management) at the companies.

Training

- 1987 - 1990 Training to become qualified accounting and controlling expert (SKV)
- 1984 - 1987 Training to become Swiss certified accountant (SKV)
- 1978 - 1980 Commercial apprenticeship (KV)

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

Mr Markus Jost has acquired in-depth knowledge and skills in all areas relevant in the financial sector during his training and in the course of his career. This applies in particular to questions of national and international accounting and controlling. Mr Jost furthermore has many years of experience in the management of internationally operating insurance companies.

No membership in other German statutory supervisory boards

Membership in comparable German or foreign supervisory bodies of commercial enterprises:

- Baloise Life (Liechtenstein) AG, Balzers, Liechtenstein

d) Wilfried Kempchen*Professional career and significant activities aside from Supervisory Board seat:*

- 2009 - 2011 Chairman of the Executive Board of OVB Holding AG

After technical vocational training, Mr Wilfried Kempchen joined the OVB Group as a financial consultant in 1971. In 1972 he was appointed district manager, in 1973 regional manager and in 1974 state manager. Before being appointed to the Executive Board of OVB Holding AG, Mr Kempchen's area of responsibility spanned 37 country head offices in Germany, Hungary, Poland, Slovakia and the Czech Republic.

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

By virtue of his many decades of experience as an executive in international sales at OVB and his later work on the Executive Board for OVB Holding AG, Mr Wilfried Kempchen has in-depth knowledge of the OVB Group and great experience in sales and the management of a sales organisation.

No membership in other German statutory supervisory boards or comparable German or foreign supervisory bodies of commercial enterprises

e) Dr Thomas A. Lange

Professional career and significant activities aside from Supervisory Board seat:

- | | |
|-------------|--------------------------------------------------------------------------------------------------------|
| Since 2011 | NATIONAL-BANK AG, Essen
Chairman of the Executive Board |
| 2007 - 2011 | NATIONAL-BANK AG, Essen
Spokesman of the Executive Board |
| 2001 - 2006 | Deutsche Bank AG
Member of the Management |
| 2000 - 2001 | Deutsche Bank AG
Chief Country Officer & General Manager, Singapore |
| 1997 - 2000 | Deutsche Bank AG
Director, Corporate & Institutional Banking, Rostock Branch |
| 1994 - 1997 | Deutsche Bank AG
Executive Board Assistant, headquarters, Frankfurt am Main |
| 1992 - 1994 | Deutsche Bank AG
Trainee / Relationship Manager, Corporate Banking, Essen & Recklinghausen Branches |

Training

1992	Second state law examination
1991	Dr. jur. doctoral degree from Christian-Albrechts University of Kiel
1989 - 1992	Practical legal training in Hamburg and Schleswig-Holstein
1987/1988	First state law examination
1982 - 1987	Law degree

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

Dr Thomas A. Lange has far-reaching experience in the management and supervision of listed and unlisted companies operating in the financial sector. Besides the special capital market expertise associated with this, he also has special knowledge in the fields of law, compliance, corporate governance and accounting.

Membership in other German statutory supervisory boards:

- Düsseldorfer Hypothekenbank AG, Düsseldorf (Chairman)
- VALOVIS BANK GmbH, Essen (Chairman)
- EIS Einlagensicherungsbank GmbH, Berlin/Cologne (Vice Chairman)
- HANSAINVEST Hanseatische Investment-GmbH, Hamburg

No membership in comparable German or foreign supervisory bodies of commercial enterprises

f) Winfried Spies

Professional career and significant activities aside from Supervisory Board seat:

2009 - 2015	Chairman of the Board of Directors of Generali Lebensversicherung AG and Generali Beteiligungs- und Verwaltungs-AG
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- 2008 - 2010 Member of the Board of Directors of Generali Deutschland Holding AG
- 2002 - 2008 Chairman of the Board of Directors of Cosmos Versicherungen
- 2000 - 2002 Member of the Board of Directors of Thuringia Versicherungs-AG, Generali Lloyd Thuringia Verwaltungs-Service-AG and Generali Lloyd Versicherung AG
- 1997 - 2002 Speaker of the Board of Directors of SAVAG Saarbrücker Versicherungs-AG
- 1984 - 1997 SAVAG Saarbrücker Versicherungen, member of the Board of Directors since 1991

Training

- 1984: Dipl.-Math. from Saarland University

Special knowledge, skills and experience in the Supervisory Board activity at OVB Holding AG

As a former Chair of the Executive Board of an insurance company affiliated in an international group, Mr Winfried Spies has far-reaching knowledge of the markets, products and sales strategies that are relevant for the OVB Group. He furthermore has vast experience in the management and strategy development of a company.

Membership in other German statutory supervisory boards:

- Bank1Saar eG, Saarbrücken (Chairman)
- Cosmos Lebensversicherungs-AG, Saarbrücken (Chairman)
- Cosmos Versicherung AG, Saarbrücken (Chairman)

No membership in comparable German or foreign supervisory bodies of commercial enterprises

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 (Sec. 126b BGB [German Civil Code]) before midnight on Tuesday, 29 May 2018 (24:00 hours), at the address below:

*OVH Holding AG,
C/o Computershare Operations Center,
80249 Munich.
By fax to: +49 89 30903-74675
or via email to: anmeldestelle@computershare.de*

Apart from their registration forms, shareholders must also provide proof of entitlement to attend and exercise their voting rights. This requires special 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., at midnight on Tuesday, 15 May 2018 (24:00 hours). This proof must be received by the Company no later than midnight (24:00 hours) on Tuesday, 29 May 2018 at the aforementioned 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 the scope of voting rights. Sales of shares only after the record date will have no effect on the entitlement to participate or on the scope of the voting right. 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 granted to a bank, shareholders' association, or another person or institution deemed equal to banks according to Sec. 135 (8) AktG or Sec. 135 (10) in conjunction with Sec. 125 (5) AktG, and also not otherwise subject to the scope of Sec. 135 AktG, the granting of the power of proxy, its revocation, and furnishing proof of the power of proxy to the company requires written form (Sec.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:

anmeldestelle@computershare.de

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 Monday, 4 June 2018 by mail, fax or email to the company at the following address:

*OVB Holding AG,
C/o Computershare Operations Center,
80249 Munich
Or by fax to: +49 89 30903-74675
or via email to: 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 on Tuesday, 5 May 2018 (24:00 hours). Please submit any such requests to the Executive Board at the following address:

*OVB Holding AG,
Investor Relations,
General Shareholders' Meeting 2018,
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 furthermore published at the web address

<http://www.ovb.eu> (there, under "Investor Relations" in the area of "General Shareholders' Meeting")

and notified 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,
General Shareholders' Meeting 2018,
Heumarkt 1,
50667 Cologne*

Fax: +49 221 2015-325

or by e-mail:

Hauptversammlung2018@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 on Monday, 21 May 2018 (24:00 hours). 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 access information according to Sec. 124a AktG on the internet at

<http://www.ovb.eu> (there, under "Investor Relations" in the area "General Shareholders' Meeting").

Cologne, April 2018

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 Kasinosstrasse. 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 10. 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 10). 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.

Financial Calendar

23 March 2018

Publication of the Annual Financial Statements for 2017,
Analyst Conference, Press Conference

08 May 2018

Results for the first quarter 2018, Conference Call

05 June 2018

Annual General Meeting, Cologne

07 August 2018

Results for the second quarter 2018, Conference Call

09 November 2018

Results for the third quarter 2018, Conference Call



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