



Invitation

to the 2019 Annual General Meeting



OVH Holding AG
Cologne
ISIN DE0006286560
Convening Notice of the 2019 Annual General Meeting

Dear shareholders,

We hereby invite you to the

Annual General Meeting of OVH Holding AG

to be held on Friday, 14 June 2019, 11:00 a.m.

(admission starting at 10:30 a.m.),

at the Hyatt Regency Hotel Cologne,

Kennedy-Ufer 2A,

50679 Cologne

Agenda

- 1. Presentation of the adopted separate financial statements of OVB Holding AG and the approved consolidated financial statements, each as of 31 December 2018, and the Summary Management Report of OVB Holding AG and the Group, including the Executive Board's explanatory report on the disclosures pursuant to Sec. 289a (1), Sec. 315a (1) HGB (German Commercial Code), as well as the Supervisory Board's report and the Corporate Governance Report, each for the 2018 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 2018**

The Executive Board and Supervisory Board propose that the retained earnings in the amount of EUR 19,045,131.26 for the financial year 2018 be 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 dividend, this amounts to

EUR 10,688,485.50

Profit carryforward

EUR 8,356,645.76

Pursuant to Section 58 (4), sentence 2, of the Aktiengesetz (AktG - German Stock Corporation Act), entitlement to a dividend is effective on the third business day following the shareholders' resolution, i.e. on 19 June 2019.

3. Resolution on the formal discharge of the members of the Executive Board for financial year 2018

The Supervisory Board and Executive Board propose that formal discharge be granted to the members of the Executive Board for financial year 2018.

4. Resolution on the formal discharge of the members of the Supervisory Board for financial year 2018

The Executive Board and Supervisory Board propose that formal discharge be granted to the members of the Supervisory Board for financial year 2018.

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

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Dusseldorf, Germany, be appointed auditor and group auditor for the 2019 financial year, as well as auditor for a possible audit review of interim financial reports for the 2019 financial year and interim financial reports to be prepared before the 2020 Annual General Meeting.

The Audit Committee has declared that its recommendation is free from the undue influence of third parties and that no clause was imposed on it that restricts its selection options in the definition 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).

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 "Annual General Meeting" in the "Investor Relations" 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, 7 June 2019, at the address below:

*OVB 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). 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. start of day, 0:00, on Friday, 24 May 2019. This proof must be received by the Company no later than midnight (end of day, 24:00) on Friday, 7 June 2019 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. The record date also has no relevance for entitlement to the dividend.

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 5 p.m. on Thursday, 13 June 2019, by mail, fax or email to the company at the following address:

*OVB Holding AG
c/o Computershare Operations Center
80249 Munich
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, 14 May 2019. Please submit any such requests to the Executive Board at the following address:

*OVB Holding AG
Investor Relations
2019 Annual General Meeting
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 made available online at

<http://www.ovb.eu> (under "Annual General Meeting" in the "Investor Relations" 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
2019 Annual General Meeting
Heumarkt 1
50667 Cologne
Fax: +49-221-2015-325
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 the Internet address below:

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

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, 30 May 2019. 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.

Data protection information

Since 25 May 2018, new data protection regulations have been in force throughout Europe. Information about the processing of personal information in connection with our Annual General Meeting can be found on the company's website at

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

Information supplied on the company's website

Compliant with Section 124a of the AktG, the required information is available to shareholders on our website at

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

Cologne, May 2019

OVB Holding AG

Executive Board



Map, Parking & Transportation

Hotel Address

Hyatt Regency Cologne
Kennedy-Ufer 2A
Cologne, Germany, 50679
Tel: +49 221 828 1234
Fax: +49 221 828 1370

Hyatt Regency Cologne is located on the Kennedy-Ufer, directly opposite Cologne Cathedral. The hotel is easily accessible via the nearby central train station; the ideal location for you to best discover the city.

From the airport Cologne Bonn (CGN):

15 km (9.5 miles) distance

S-Bahn

(suburban rail network): Line S13 operates every 20 minutes (in both directions) between the airport and Cologne main station. The journey takes about 13 minutes. Price: approx. € 3

Taxi

The drive takes about 20 minutes. Price: approx. € 35

From the central railway station (Hauptbahnhof):

1 km (0.6 miles) distance

S-Bahn

(suburban rail network): Line S6, S11, S13 and S13 take you to the next station Cologne Messe/ Deutz. From there it is about 5 minutes by foot. Price: approx. € 5

Walk

Walk in the direction of the Rhine and cross the Hohenzollern Bridge. The hotel is located on the right side. The walk takes about 10 minutes.

Taxi:

The drive takes about 10 minutes. Price: approx. € 10

Parking

The hotel underground car park is open 24 hours a day, 365 days a year and has a height restriction of 1.9 m (6 ft).

Valet Parking

Parking Garage, first hour: € 5.00

Parking Garage, second hour: € 5.00

Parking Garage, from the third hour: € 3.50 / Hourly

Parking Garage, 24 hours: € 35 / Daily

Financial Calendar

21 March 2019

Publication of the Annual Financial Statements for 2018,
Analyst Conference, Press Conference

08 May 2019

Results for the first quarter 2019, Conference Call

14 June 2019

Annual General Meeting, Cologne

14 August 2019

Results for the second quarter 2019, Conference Call

14 November 2019

Results for the third quarter 2019, Conference Call



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50667 Cologne

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Investor Relations

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