



**Articles of Incorporation of
Baden-Württembergische Bank as a Dependent Institution
under Public Law of Landesbank Baden-Württemberg,**

Version dated 1 April 2020

On the basis of Section 3 in conjunction with Section 8 (2), no. 5 of the Landesbank Baden-Württemberg Act (Gesetz über die Landesbank Baden-Württemberg - hereinafter referred to as "LBWG") in the version dated Wednesday, 11 November 1998 (Gesetzblatt - GBl page 589), as last amended by Article 4 of the law to amend the Act on Fiscal Equalization and other laws from Thursday, 19 December 2013 (GBl pages 491, 492), the General Meeting of Landesbank Baden-Württemberg adopted the following Articles of Incorporation of Baden-Württembergische Bank on 6 March 2020.

Section 1

Legal Status

Baden-Württembergische Bank (hereinafter referred to as "BW-Bank") is a legally dependent institution under public law of Landesbank Baden-Württemberg (hereinafter referred to as "LBBW") pursuant to Section 2 (6) LBWG.

Section 2

Tasks

- (1) As a unit operating independently within LBBW, BW-Bank shall assume the retail and corporate customer business areas for Baden-Württemberg, placing a special focus on medium-sized businesses. Within this framework, BW-Bank may conduct any type of banking or financial service transaction for the duties assigned to it.

- (2) In particular, BW-Bank shall operate in the retail and corporate customer business areas. In compliance with the Ordinance of LBBW, branches may be operated under its name.
- (3) On behalf of LBBW, BW-Bank shall also carry out the responsibilities of a savings bank in Stuttgart, the state capital of Baden Württemberg. To this extent it also fulfills a public function.

Section 3

Capital Resources, Income Statement

LBBW allocates capital to BW-Bank for its business activities. It prepares its own profit and loss account, which can also be published.

Section 4

Boards and Committees of BW-Bank, Duties of Their Members

- (1) The boards and committees of BW-Bank include the advisory Supervisory Board (Aufsichtsrat), the Management (Geschäftsleitung), the Board of Managing Directors (Vorstand) and the Customer Advisory Committee (Kundenbeirat) of BW-Bank. Section 6 of the latest version of LBBW's Ordinance stipulates the executive bodies responsible in terms of banking supervisory law.
- (2) The members of the Supervisory Board, the Board of Managing Directors and other boards and committees of BW-Bank are obliged to maintain secrecy. This obligation shall survive the termination of their

service on BW-Bank's boards and committees. The Board of Managing Directors of LBBW may waive the obligation to maintain secrecy in individual cases and for specific purposes, in particular to permit testimony in judicial or administrative proceedings.

Members of the Supervisory Board may pass on information of which they became aware as part of their role on the Supervisory Board to the investment management unit or to the internal unit of the owner for whom they work that supports the work of the Supervisory Board, and report to these units on the work of the Supervisory Board; this also applies for confidential information and secrets of BW-Bank.

These units must not disclose such information, in particular confidential information and secrets of BW-Bank, that is shared with them or made available by Supervisory Board members; this does not apply to disclosing information with other units.

Section 5

Principles Governing Business Operations

BW-Bank shall conduct its business in accordance with economic principles and with due regard to its public function.

Section 6

Supervisory Board of BW-Bank, Membership

- (1) The Supervisory Board (Aufsichtsrat) of BW-Bank shall be formed in compliance with Section 23 of the latest version of LBBW's Ordinance (Satzung) unless provisions to the contrary are stipulated hereinafter.

- (2) The Supervisory Board comprises seventeen members. Fourteen of these shall be appointed under Paragraphs (3) to (6). Furthermore, the Chairman of LBBW's Board of Directors, and the Board of Directors members/chief representatives of LBBW who are responsible for the retail and corporate customer business become members of the Supervisory Board upon their appointment to LBBW. For each member appointed under Paragraphs (3) to (6), a deputy will be appointed.
- (3) The members of the Supervisory Board and their deputies shall be appointed by LBBW's Board of Managing Directors with the approval of LBBW's Supervisory Board. In this context, adequate consideration shall be paid to members of BW-Bank's clientele or from business circles. The Central Staff Council (Gesamtpersonalrat) of LBBW may delegate three persons from among its members as guests at the meetings of the Supervisory Board.
- (4) The members of the Supervisory Board and their deputies shall have business experience and be able to further BW-Bank and support it in the performance of its duties. They must perform their duties conscientiously and without self-interest.
- (5) The members of the Supervisory Board, their deputies and the guests shall be appointed for a term of five years. Reappointment is permissible. After their term of office has expired, the members of the Supervisory Board and their deputies shall continue in office until the new Supervisory Board has been constituted.

- (6) A member who tenders his or her written resignation from the Supervisory Board with the Chairman of the Supervisory Board shall withdraw from the Supervisory Board. LBBW's Board of Managing Directors can recall members of BW-Bank's Supervisory Board at any time with the permission of LBBW's Supervisory Board. In both cases, other members shall be appointed to the Supervisory Board for the remaining term of office.

Section 7

Chairman of the Supervisory Board

The Supervisory Board shall elect from among its members a Chairman and one or several Deputy Chairman / Deputy Chairmen of the Supervisory Board for a period of five years.

Section 8

Duties of the Supervisory Board

- (1) The Supervisory Board has an advisory role. It can advise on the following BW-Bank issues:
1. the principles of BW-Bank's business policy;
 2. the annual business planning;
 3. the income statement;
 4. major investments, including investments into land and buildings;
 5. existing or intended alliances;

6. performing the functions of a savings bank for the city of Stuttgart
 7. the other duties assigned in accordance with these Articles of Incorporation.
- (2) The Supervisory Board shall be regularly informed about all material matters faced by BW-Bank so that it can fulfill its duties.
 - (3) The Supervisory Board shall establish its own rules of procedure.

Section 9

Meeting of the Supervisory Board

The Chairman of the Supervisory Board shall convene Supervisory Board meetings at least twice a year and shall chair these meetings. The rules of procedure of the Supervisory Board shall specify further details, with particular regard to the form and time period in which notifications of meetings shall be issued.

Section 10

Management, Board of Managing Directors of BW-Bank

- (1) The members of LBBW's Board of Managing Directors shall handle management of BW-Bank and, as executive body of LBBW, bear responsibility for BW-Bank with regard to regulatory and disciplinary supervision.
- (2) BW-Bank's Board of Managing Directors consists of one or more members. Members of the Board of Managing Directors are appointed

and dismissed by LBBW's Board of Managing Directors. LBBW's Board of Managing Directors can appoint one or more members of the Board of Managing Directors as Chairman of the Board of Managing Directors. LBBW's Supervisory Board shall be informed of this measure immediately. The powers of the members of BW-Bank's Board of Managing Directors are described in particular in Section 11 and Section 12.

Section 11

Duties of the Board of Managing Directors of BW-Bank

The Board of Managing Directors (Vorstand) of BW-Bank shall be responsible for any and all matters of BW-Bank assigned to it in compliance with the Hierarchy of Decision-Making Powers General (Kompetenzordnung) of LBBW.

Section 12

Authority to Sign

Making legally binding statements for BW-Bank shall be governed by the corresponding regulations for LBBW.

Section 13

Customer Advisory Committee for BW-Bank

In compliance with the latest version of Section 23 of LBBW's Ordinance, a customer advisory committee (Kundenbeirat) may be established in order to deepen customer relationships and to provide expert advice to BW-Bank.

Section 14

Business Plan

The Board of Managing Directors of BW-Bank can draw up a business plan once a year that is then to be submitted to the Supervisory Board.

Section 15 Business Year

The business year shall be the calendar year.

Section 16 Effective Date

The present Articles of Incorporation shall take effect on 1 April 2020.