

**Sparkasse
KölnBonn**

Statutes

In its meeting on 18 March 2014 on the basis of Section 6, sub-section 1 and 2 as well as Section 8, sub-section 2, letter d) of the North Rhine-Westphalia Savings Bank Act (Sparkassengesetz NRW – “SpkG”) as published on 18 November 2008 (GV NRW p. 696/SGV NRW 764) in combination with Section 8, sub-section 4 of the Law on Local Community Work (“Gesetz über kommunale Gemeinschaftsarbeit”) as published on 1 October 1979 (GV NRW p. 621/SGV NRW 202) and Section 7 of the Municipal Code for the State of North Rhine-Westphalia (GO NW) as published on 14 July 1994 (GV NRW p. 666/SGV NRW 2023) - in each case as amended on the day when these Statutes are adopted - the meeting of the Sparkasse KölnBonn Special Purpose Association “Zweckverband Sparkasse KölnBonn” hereby adopted these Statutes:

Section 1 Name and Registered Office

- (1) Sparkasse KölnBonn with its registered office in Cologne is an institution created under public law with a trustee security status serving the common good. It is legally identical with Sparkasse der Stadt Köln, which - in accordance with Section 32, sub-section 1, No. 2, first Alternative, of the SpkG as published on 18 October 2002 (GV NRW p. 504/SGV NRW 764) – absorbed Sparkasse Bonn with effect from 1 January 2005 and for which the cities of Cologne and Bonn determined the Sparkasse KölnBonn Special Purpose Association “Zweckverband Sparkasse KölnBonn” as responsible body by the public law contract of 28 June 2004 with effect from 1 January 2005.
- (2) The Savings Bank shall conduct its business transactions in accordance with commercial principles. Making a profit is not the main purpose of its business operations.
- (3) The Savings Bank conducts its business transactions under the company name "Sparkasse KölnBonn".
- (4) The Savings Bank is a member of the Rhineland Savings Bank and Giro Association (“Rheinischer Sparkassen- und Giroverband”).
- (5) The Savings Bank uses the official seal printed with these Statutes.

Section 2 Responsible Body

The responsible body of the Savings Bank is the Sparkasse KölnBonn Special Purpose Association “Zweckverband Sparkasse KölnBonn”.

Section 3 Organs

Its statutory bodies are;

- a) The Supervisory Board
- b) The Board of Management.

Section 4 Supervisory Board

- (1) The Supervisory Board consists of
 - a) the Chair;
 - b) 17 other members.
- (2) Insofar as the main administrative civil servant of the City of Cologne or the Federal City of Bonn is neither the Chair of the Supervisory Board nor participates in the meetings of the Supervisory Board in accordance with Section 11 sub-section 3 of the SpkG, he, or as the case may be she, participates in the meetings of the Supervisory Board with an advisory vote in accordance with Section 10, sub-section 4 of the SpkG.
- (3) The issuing of profit participation rights, entering into subordinated liabilities and the acceptance of silent partner contributions and other liable own funds shall require the approval of the Supervisory Board.

Section 5 Board of Management

The Board of Management consists of up to five members and up to three deputy members. The Supervisory Board appoints a member of the Board of Management as Chair of the Board of Management.

Section 6

Representation of the Savings Bank

- (1) The Savings Bank is represented by two members of the Board of Management.
- (2) The Board of Management is entitled to issue power of representation to individual members of the Board of Management or other employees of the savings bank for individual or specific types of business transactions. This in particular applies to the acquisition and sale or encumbrance of real property or rights equivalent to real property of the Savings Bank and for powers of attorney to third parties for representing the interests of the Savings Bank (for example in legal disputes and seizure and sale of property).
- (3) Members of the Board of Management within the meaning of this provision are ordinary and deputy members of the Board of Management.

Section 7

Loans and participating interests

The “territory” in accordance with Section 3, sub-section 1 a) of the SpkG is:

- a) in the case of real estate loans, secured personal loans and participating interests: the territory of the responsible body and the territory of the Administrative Districts of Cologne, Düsseldorf, Koblenz and Trier (this is equivalent to the former “Rhine Province”);
- b) in the case of ship mortgages: the territory of the responsible body and the territory of the Administrative District of Cologne and the Rural District of Ahrweiler;
- c) in the case of unsecured personal loans: the area of the responsible body, the territory of the District of Rhein-Sieg and the adjoining territories as well as the territory of the Districts of the County Court jurisdictions of Cologne, Neuss, Leverkusen, Bergisch Gladbach and Brühl, including the Municipalities of Langenfeld, Frechen and Pulheim.

Section 8

Coming into Force of the Statutes

The Statutes come into force on the day after their publication.