

**ARTICLES OF ASSOCIATION
OF
BERLIN HYP AG**

**in the version resolved by the Annual General Meeting
from 17 June 2019**

I. SECTION

General provisions

§ 1

The name of the company is Berlin Hyp AG.

It is headquartered in Berlin, Germany.

§ 2

The purpose of the company is to operate a Pfandbrief bank within the meaning of the German Pfandbrief Act, with the exception of issuing ship Pfandbriefe und acquiring ship Pfandbriefe.

The company is entitled to enter into all permissible business transactions aimed at promoting the business purpose of the company. It is entitled to establish branches, as well as to found, acquire or invest in other companies, in Germany and abroad.

§ 3

Company announcements are published exclusively in the German Federal Gazette unless required otherwise by law.

The company is entitled to forward information also by way of remote data transfer to company shareholders with their consent.

II. SECTION

Subscribed capital and reserves

§ 4

The company's subscribed capital amounts to seven hundred fifty-three million three hundred eighty-nine thousand two hundred forty euros and thirty-two cents (€ 753,389,240.32) and is composed of two hundred ninety-four million two hundred ninety-two thousand six hundred seventy two (294,292,672) non-par bearer shares.

Global certificates may be issued. The shareholders are not entitled to individual share certificates.

If, in the case of a capital increase, a resolution is not passed on whether the new shares shall be bearer or non-par bearer shares, they shall also be non-par bearer shares.

The Board of Management, with the Supervisory Board's consent, is authorised to increase the company's subscribed capital by issuing new non-par shares for contributions in cash one or several times up to € 205,826,344.96 (authorised capital 2015) until 31 May 2020. The Board of Management, with the Supervisory Board's consent, is authorised to exclude shareholders' subscription rights as required to settle fractional amounts.

Following full or partial execution of the increase in subscribed capital by utilisation of authorised capital, or following expiry of the respective authorisation deadline, the Supervisory Board is authorised to amend § 4 of the Articles of Association in line with the scope of the capital increase.

If subscribed capital is increased, a share in the annual profit of the company may be resolved for the new shares which deviates from the provision stipulated in Section 60 German Stock Corporation Act (AktG).

§ 5

The Management Board, with the Supervisory Board's consent, determines the form and content of the shares, dividend and renewal coupons.

§ 6

When approving the financial statements, the Board of Management and the Supervisory Board may allocate more than half of the net income for the year to other profit reserves if permissible under Section 58 German Stock Corporation Act (AktG).

III. SECTION

Organisation of the company

A. Board of Management

§ 7

The Board of Management comprises at least two members.

The Board of Management conducts business activities in accordance with the legal requirements and the Articles of Association. Regardless of the overall management responsibility, the Board of Management decides upon the assignment of individual business divisions to its members. The Board of Management determines the rules of procedure by way of unanimous resolution of its members, unless the Supervisory Board has issued rules of procedure for the Board of Management.

The Supervisory Board appoints the members of the Board of Management and determines the number of members. It is also authorised to appoint deputy members of the Board of Management. The Supervisory Board may appoint a member of the Board of Management to serve as Chair of the Board of Management.

§ 8

The company is legally represented by two members of the Board of Management or by one member of the Board of Management jointly with an authorised representative (Prokurist).

B. Supervisory Board

§ 9

The Supervisory Board consists of 15 members.

The election is valid for the longest period permissible in accordance with Section 102 German Stock Corporation Act (AktG); re-election is possible.

Each member of the Supervisory Board may resign from their position without good cause or observance of a termination deadline by submitting a written declaration to the Board of Management or the Chair of the Supervisory Board.

If a member elected by the Annual General Meeting leaves office before expiry of the term of office, and if a replacement has been elected, the newly elected member shall serve until the departing member's term of office has expired.

§ 10

At the close of the Annual General Meeting in which it was elected, the Supervisory Board elects a Chair and at least one deputy from its members to serve for the duration of its term in a meeting to be held without special convocation.

If the Chair or deputy leaves office prematurely, the Supervisory Board shall immediately hold an election to replace the departing member for the remaining term of office.

§ 11

The meetings of the Supervisory Board shall be called by the Chair with due regard to a 14-day notice period; they may be called in writing, via telephone or by fax. In urgent cases, the deadline may be reduced.

The Supervisory Board has quorum if at least half of the members participate in passing a resolution. The meeting shall be chaired by the Chair of the Supervisory Board or their deputy.

Resolutions of the Supervisory Board may also be passed by issuing votes in writing, via fax or telephone if no member objects to this procedure within one week and at least half of the members participate in the voting.

The resolutions of the Supervisory Board are passed by simple majority. If there is a tie, the vote issued by the Chair of the meeting shall be decisive.

Minutes of the meetings of the Supervisory Board shall be taken, which will be signed by the Chair of the meeting.

§ 12

Declarations of intent by the Supervisory Board and any committees formed by it are issued in their name by the Chair or their deputy. Written declarations should include the signature of the Chair or deputy, the name of the company, and the designation "Supervisory Board".

§ 13

The Supervisory Board is entitled at any time to amend or supplement the Articles of Association only as related to the organisation.

§ 14

In addition to reimbursement of their expenses, the members of the Supervisory Board receive a fixed annual remuneration, which amounts to € 12,000.00 per year for each individual member, double the amount for the Chair of the Supervisory Board, and one-and-a-half times the amount for each deputy.

For membership in committees of the Supervisory Board, the following fixed annual remunerations are paid:

- for work in the audit committee and credit committee: € 6,000.00
- for work in the presidential and nomination committee: € 5,000.00
- for work in the remuneration control committee: € 3,000.00

The Chairs of the committees receive one-and-a-half times the amount and the deputies one-and-a-quarter times the amount.

If members of the Supervisory Board in their capacity as such assume a special activity in the interest of the company, special remuneration for this activity may be resolved by the Supervisory Board.

If a member of the Supervisory Board held office for only part of the financial year, this member shall receive only the share of annual remuneration that corresponds with this period.

The amounts owed to the Supervisory Board members in accordance with this section 14 shall be net of VAT, if applicable.

C. Annual General Meeting

§ 15

The Chair of the Supervisory Board, a deputy, or a person assigned by the Chair of the Supervisory Board shall chair the Annual General Meeting. Sentence 1 shall not apply if the Annual General Meeting elects a Chair of the meeting; in this case, the person elected by the Annual General Meeting chairs the Annual General Meeting.

The Chair shall direct the proceedings and is authorised to determine the sequence in which the items are to be addressed, which may deviate from the announcement of the agenda. The type and manner of voting will also be determined by the Chair.

IV. SECTION

Financial statements and profit distribution

§ 16

The financial year corresponds with the calendar year.

§ 17

If the company granted profit-sharing rights with the approval of the Annual General Meeting, and the owner of the profit-sharing right is entitled to a dividend payment from the balance sheet profit based on the relevant profit-sharing conditions, the shareholders' entitlement to this share of the balance sheet profit is excluded (Section 58 (4) German Stock Corporation Act [AktG]).