

**Hamburg
Commercial
Bank**



Investor Presentation Mortgage Pfandbrief

October 2021

Mortgage Pfandbrief Benchmark – Proposed Transaction and Issuance Rationale

Offering Summary

- Mortgage Pfandbrief issued by Hamburg Commercial Bank AG
- EUR Benchmark RegS [7 years]
- Issued out of HCOB Bank's EUR 15bn debt issuance program (DIP)
- Expected issue rating [Aa1] by Moody's
- Expected ECB and CBPP3 eligibility; UCITS, CRR art.129 and LCR Level 1A compliant

Transaction Rationale

- Broadening of existing bond investor base
- Refinancing one of HCOB's key business lines
- Diversification of funding sources
- Cost efficient funding secured by mortgage assets

HCOB Highlights

- Privatization achieved – best capitalized bank in Germany with a CET1 ratio of 29.6%¹, leverage ratio of 13.2%¹ - no significant adverse impacts anticipated from “Basel IV” implementation
- Specialized German lender with clear path to sustainable profitability, backed by selective new business, b/s optimization and significant lower funding costs
- Clear de-risking measures introduced supporting the path towards a smaller more efficient b/s
- Strong cost reduction discipline led to CIR of 45%¹ with an objective of 40-42% in 2022
- Strengthened franchise – backed by robust capital, improving profitability, and solid liquidity – reflected in upward rating trajectory
- Regular issuer in the capital market in coming years, Senior unsecured and Pfandbrief benchmark issues planned for 2022 ff.

Agenda

1.

HCOB AT A GLANCE

A private commercial bank and specialist financier

2.

READY FOR THE FUTURE

Transformation in completion, BdB entrance envisaged

3.

FUNDING & MORTGAGE PFANDBRIEF BENCHMARK

Transaction

4.

APPENDIX

1. HCOB AT A GLANCE

A private commercial bank and specialist financier

Management Board and Shareholder Structure – Experienced international management team & strong ownership



Stefan Ermisch
CEO

- Born in 1966 in Bonn, Germany
- Chief Executive Officer (CEO) since June 2016
- More than eighteen years of leading management board positions as CEO, CFO and COO at private commercial banks and in the public sector, in Germany, Austria and Italy



Ulrik Lackschewitz
CRO and Deputy CEO

- Born in 1968 in Bro, Sweden
- Chief Risk Officer (CRO) since October 2015 and deputy CEO since December 2018
- Before that, Ulrik Lackschewitz was Group Head of Financial and Risk Control at NordLB (2011) and reported directly to the Management Board



Ian Banwell
CFO

- Born 1963 in Uganda
- Chief Financial Officer (CFO) since September 2020, before (since April 2019) Chief Operating (COO)
- Earlier, Ian Banwell was Senior Managing Director at Cerberus and is currently Chief Executive Officer (CEO) and owner of Round Table Investment Management Company, LP.



Christopher Brody
CIO

- Born 1968 in the US
- Chief Investment Officer (CIO) since July 2019
- From 2012 to June 2019 Christopher Brody was President and Chief Investment Officer of a US family office and from 2008 to 2011, he held the position of Chief Investment Officer at the Austrian bank BAWAG P.S.K.

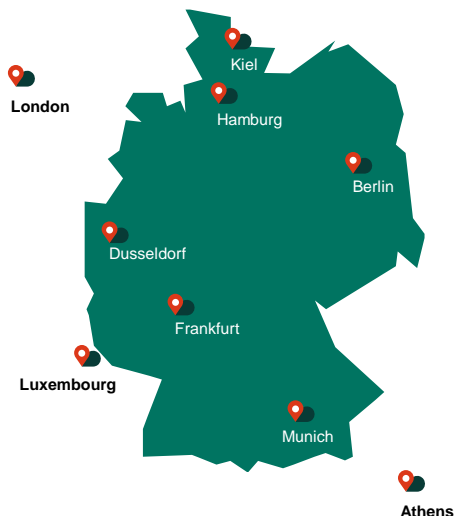
Ownership Structure

Several funds initiated by Cerberus Capital Management, L.P.			One fund advised by J.C. Flowers & Co. LLC	One fund initiated by GoldenTree Asset Management LP	Centaurus Capital LP	BAWAG P.S.K.	HCOB <i>Current and former Management Board Members (who are or were in office from November 2018)</i>
Promontoria Holding 221 B.V. 9.87%	Promontoria Holding 231 B.V. 13.87%	Promontoria Holding 233 B.V. 18.71%	JCV IV Neptun Holdings S.à r.l.	Golden Tree Asset Management Lux S.à r.l.	Chi Centauri LLC		
42.45%			34.96%	12.49%	7.49%	2.50%	0.11%

HCOB – Providing specialized financial solutions in selected segments to our clients

What we offer

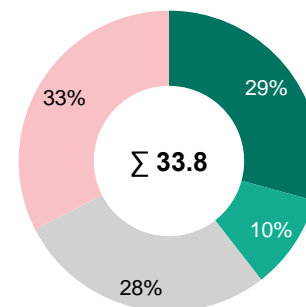
- HCOB is a private commercial bank that works with and supports its clients at eye level while offering efficient solutions to complex challenges
- We are characterized by our experience and sector knowledge in our clients businesses, which is supported by our focused capital markets products and services
- Business areas: Commercial project finance in the real estate, renewable energies and infrastructure segments; Shipping; Tailored financing for medium-sized businesses; Structured Finance, including syndications; Payment services and transaction banking products as well as expert advice in corporate finance



HCOB is engaged in & across various segments & countries

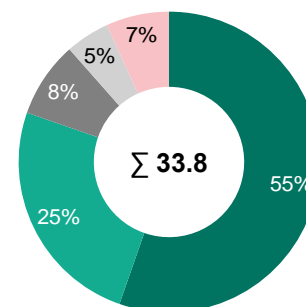
EAD by Segment

in € bn



EAD by Region

in € bn



Business segments well positioned for growth – Deep market expertise & good client relationships basis for value creation

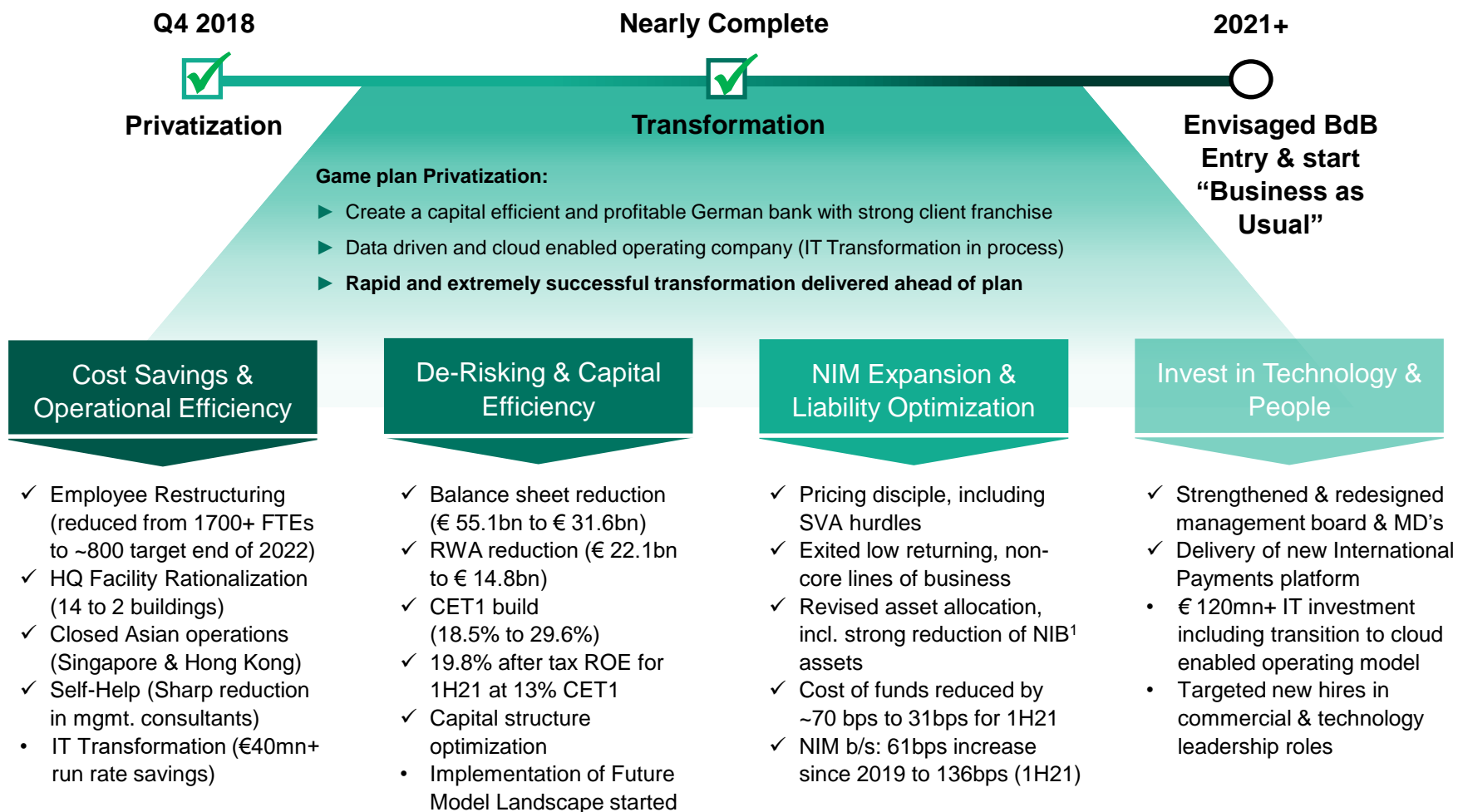
As of June 30th, 2021¹

Lending Functions			Investment Functions
Real Estate	Shipping	Project Finance & Corporates	TSY & Group Functions
<ul style="list-style-type: none"> Well-established, risk-conscious business, primarily in Germany Expanding new business with appropriate risk/return requirements Structuring competence for tailor-made financing Selective expansion of international business in neighbouring European countries 	<ul style="list-style-type: none"> Focus on diversification of portfolio through domestic and international counterparties with good credit ratings Strategic partner based on long-term market expertise New business under strict margin and risk conditions (focus on secondary market, no spot market financing) New risk culture and new underwriting standards in place since 2018 	<ul style="list-style-type: none"> Renewable Energy & Infrastructure focus European and, selectively non-European markets Corporate Finance for German MidCaps combined with high competence in Working Capital/Factoring and Cash & Trade Corporates International diversifies selectively in European and North American market on base of sound risk/return profiles 	<ul style="list-style-type: none"> Treasury and active liability management focused on providing stable liquidity and funding structure at competitive costs Payment services for all client segments, leveraging new technology platform Liquidity buffer forms major part of asset base, supplemented by strategic investment portfolio Group functions include all other central functions such as risk control, legal etc.

High-performance suite of payment transaction services for all customer segments

→ Segment assets: € 9.1bn	→ Segment assets: € 3.2bn	→ Segment assets: € 7.9bn	→ Segment assets: € 11.4bn
→ RWA: € 3.0bn	→ RWA: € 2.1bn	→ RWA: € 5.2bn	→ RWA: € 4.5bn
→ Net Income: € 37mn	→ Net Income: € 30mn	→ Net Income: € 24mn	→ Net Income : € 37mn

HCOB Transformation nearing completion...building track record of execution and consistently delivering on our commitments



Transformation delivering SVA positive business model

2. READY FOR THE FUTURE

Transformation in completion, BdB entrance envisaged

Comprehensive transformation following privatization delivering one of the best performing banks in Germany¹

(Figures as of June 30, 2021 – Half Year Results)

Financials

€ 194 million

Net Income

19.8%²

*Return on Equity
(After-Tax)*

136bp

*Net-interest
margin*

45%

Cost-income ratio

Capital Management

29.6%

CET1 Ratio

€ 4.6 billion

Tangible Equity

13.2%

Leverage ratio

Leading German bank in terms of Profitability, Operational Efficiency & Capital Strength

Pillars of our transformation yield significant change in performance – 3 year transformation ahead of schedule

(Figures in €)		2019	2020	1H21	1H21 vs. 2019	Comments
Increase Profitability & Returns	Net Interest Margin¹ (bps)	75	117	136	+61 bps	<ul style="list-style-type: none"> • Strict pricing discipline, improved asset allocation and b/s efficiency, and reduced funding costs (both smaller b/s & reduced cost of funds) • 1H21 performance with limited one-time effects
	Net Income (mn)	12	102	194	> 100%	
	Return on Equity² (%)	0.4	4.3	19.8	+19.4 pts	
Reduce Expenses	Headcount³ (FTEs)	1,482	1,122	947	-36%	<ul style="list-style-type: none"> • Comprehensive restructuring, lead by organizational & process efficiencies • Continuing to invest in IT Transformation to deliver 40mn+ cost savings & scalable operating platform
	Cost-Income Ratio (%)	69	42	45	-24 pts	
De-risk & Build Capital	Total Assets⁴ (bn)	47.7	33.8	31.6	-34%	<ul style="list-style-type: none"> • De-risking started in 2019, including selective new business & prolongations • Proactive NPE action plans keep NPE ratio flat despite Covid-19 impact and smaller b/s • Excellent capital position & substantial buffer to SREP requirements • Very well positioned for BdB entry
	Tangible Equity (bn)	4.4	4.3	4.6	+5%	
	RWA (bn)	21.0	15.5	14.8	-30%	
	NPE Ratio⁵ (%)	1.8	1.8	1.9	+0.1 pts	
	CET1 Ratio (%)	18.5	27.0	29.6	+11.1 pts	
	Leverage Ratio (%)	8.2	12.2	13.2	+5.0 pts	

Guidance 2021/22 – HCOB focusing on recurring profitability & projecting higher Net Income for 2021

(Figures in €)

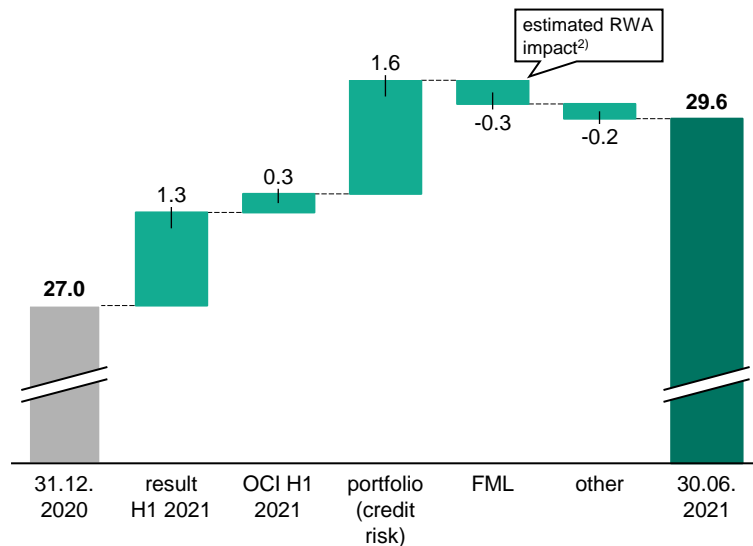
	2020	2021e	2022e		
Increase Profitability & Returns	Total Income (mn)	656	~600	>600	<ul style="list-style-type: none"> • Core income supported by NIM b/s expansion to >150bp (YE) & improving asset mix with increased share of productive assets on smaller b/s • Benefits of cost restructuring realized in run rate • Revised guidance for net income 2021 from >€ 200mn to >€ 250mn
	Net Income (mn)	102	>250	>250	
	Return on Equity¹ (%)	4.3	>12.0	>12.0	
Reduce Expenses	Headcount (FTEs)	1,122	~900	~800	<ul style="list-style-type: none"> • Strict cost management continues driven by employee restructuring & reduced facility footprint while investing in IT • Moving towards target CIR driven by recurring income, not one-offs
	Cost-Income Ratio (%)	42	~50	40-42	
De-risk & Build Capital	Total Assets (bn)	33.8	~30	~30	<ul style="list-style-type: none"> • Strict return thresholds...build/grow SVA positive asset classes...exit lower performing segments • RWA increase due to change in rating model landscape, main impact to be reflected in 2022 • Stable asset quality & resilient capital levels • Strong capital & recurring earnings reduce the economic rationale for issuing an AT1 bond medium term
	Tangible Equity (bn)	4.3	>4.6	>4.9	
	RWA (bn)	15.5	~15	~18	
	NPE Ratio (%)	1.8	<2.0	<2.0	
	CET1 Ratio (%)	27.0	~30	~25	

1) ROE after taxes based on a 13%-ratio of invested CET 1 capital

Capital position further strengthened by retained earnings due to increasing profitability, rigorous de-risking supportive

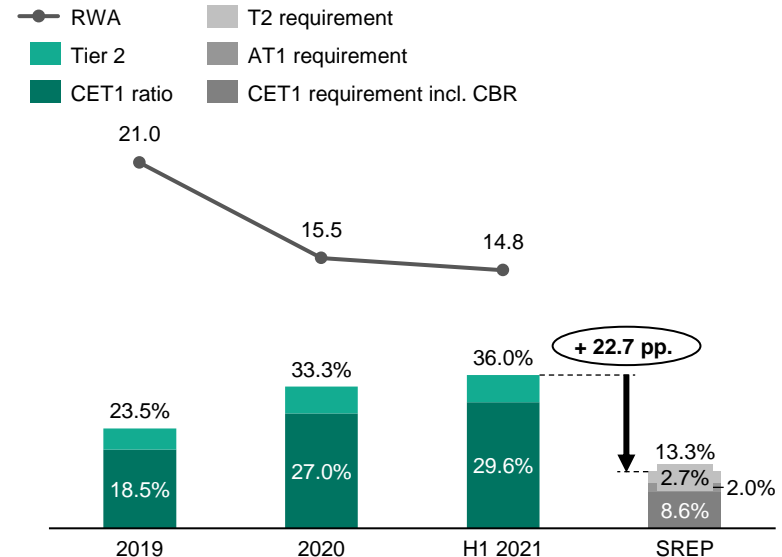
Drivers of CET1 Ratio development³

in %



Development of RWA / capital ratios

in € bn



- ▶ Further increased CET1 ratio of 29.6% underlines strong capital position with capital surplus well above regulatory requirements
- ▶ CET1 capital increased by positive P&L result of H1 2021 and an increased other comprehensive income (OCI)
- ▶ Leverage ratio further strengthened to very strong 13.2% (12.2%)
- ▶ RWA significantly reduced by de-risking started in 2019 and careful new business selection

Recent upgrade by Moody's reflects excellent capital position, de-risked portfolio and strong profitability trajectory

Key Credit Strengths

- ✓ Robust and resilient capitalization, well above regulatory requirements and peers
- ✓ Substantially de-risked and simplified asset portfolio underpinned by legacy disposals and conservative new business with prudent risk appetite and improving diversification, amid macroeconomic uncertainty
- ✓ Strong coverage of credit risks
- ✓ Progress towards diversifying the funding base, extending the maturity profile & maintaining substantial liquidity buffer
- ✓ Demonstrated expertise of owners drives best practices

Upside Drivers

- Demonstrating underlying franchise strength, with further improvement in risk-adjusted profitability
- Continued diversification by reducing concentration risks from cyclical assets
- Further maturity extension and diversified funding
- Admission to BdB's (Association of German Banks) Deposit Guarantee Fund (ESF)

Ratings Overview ¹	Moody's	S&P
Issuer Ratings		
Deposit Rating	Baa1	–
Issuer Credit Rating (Long-Term)	Baa1 / positive	BBB / developing
Short-term Debt	P-2	A-2
Stand-alone Rating	ba1	bbb-
Instrument Ratings (Unsecured Issuances)		
"Preferred" Senior Unsecured Debt	Baa1	–
"Non-Preferred" Senior Unsecured Debt	Baa2	–
Subordinated Debt (Tier 2)	Ba2	–
Instrument Ratings (Secured Issuances)		
Mortgage Covered Bonds	Aa1	–
Ship Covered Bonds	A2	–

1) Latest publications by rating agencies available on Hamburg Commercial Bank's website: <https://www.hcob-bank.de/en/investoren/rating/rating/>

Strong financials well above German peers – HCOB with excellent metrics for capital and profitability

In %

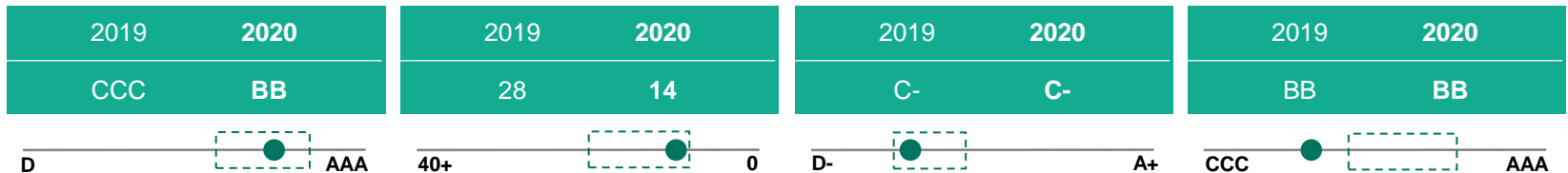
Key Metrics	Ratios (in %)	HCOB		GER	Deutsche Bank	Commerzbank	Aareal Bank	Deutsche Pfandbriefbank	IKB Deutsche Industriebank	BayernLB	EU
		H1 2021	Target 2022								
Capital	CET1 ratio	29.6	~25	15.5	13.2	13.4	19.2	15.4	14.8	15.6	15.5
	Leverage ratio	13.2	>12	5.5	4.8	4.6	5.7	5.9	7.5	4.4	5.7
Asset Quality	NPE / NPL ratio	1.9 ¹	<2 ¹	1.1	1.4	0.8	6.0	0.9	1.8	0.5	2.3
Liquidity	LCR	170	~140	160	143	-	>100	>150	205	-	172
Profitability	CIR	45	40-42	73	78	82	45	39	60	55	64
	ROE ²	19.8	>12	4.1	6.5	-3.8	1.9	6.0	8.8	9.5	7.4
	NIM	1.4	>1.5	0.9	1.2	0.9	1.2	0.8	1.3	0.7	1.2
Long-Term Rating	Moody's / S&P	Baa1 / BBB	A3 / BBB+		A2 / BBB+	A1 / BBB+	A3 / -	- / BBB+	Baa1 / -	Aa3 / -	
Profitability	✓ Key profitability metrics (CIR, ROE, NIM) well above German peers, due to selective new business, NIM expansion, B/S optimization & decreasing funding costs – expanding successfully started track record will be major rating driver										
Capital	✓ Excellent capitalization, well above average for higher-rated peers, excess capital will be managed over time										
Asset Quality	✓ De-risked, sound, well-performing portfolio with manageable exposure in key Covid-19 impacted sectors & strong loss coverage										
Liquidity	✓ Substantial liquidity buffer provide robust cushion for adverse scenarios, funding structure increasingly diversified										

Source: Company reports on H1 2021 and EBA Risk Dashboard, 2021-Q2 for GER and EU comparisons | 1) NPE for HCOB | 2) ROE after taxes based on a 13%-ratio of invested CET 1 capital as reported for HCOB (8.7% ROE after taxes based on reported average IFRS capital as of H1 2021)

Sustainability – Key achievements and next steps in embedding ESG into company’s strategic framework

HCOB integrates sustainability considerations and objectives into its business strategy and actively manages social and environmental risks associated with business engagements. **We regard ourselves responsible to limit potential negative impact, to be a driver for positive change, and to be a reliable partner to advise and finance our clients’ ESG transition activities.** Thereby, we mitigate risks, contribute to positive change and seek for continuous improvement in environmental and social practices. In addition, we strive to be a ‘Net Zero Bank’ by 2050 the latest.

2020	H1 2021	H2 2021
<ul style="list-style-type: none"> ✓ Principles for Responsible Banking and UNEP FI membership signed ✓ ESG applied to credit standards and Black List established ✓ ESG Scoring of new business and simulation of total loan book ✓ First sustainability rating assessments with significant improvements for Sustainability and IMUG 	<ul style="list-style-type: none"> ✓ Comprehensive ESG Roadmap finalized ✓ CSR Report 2020 published on 1st April ✓ Sustainability Governance – Sustainability Committee & Office established on 1st April ✓ Black List enhancement and operationalization completed ✓ Investment Policy with respective ESG considerations approved ✓ Signed PCAF as carbon accounting standard 	<ul style="list-style-type: none"> ✓ Updated ESG Factbook published ▪ ESG related strategy approach and target setting/ambition levels for Group HCOB and by business unit aligned with supporting our clients energy transition priorities ▪ ESG Scoring on single loan basis of entire loan portfolio ▪ Green Bond issuance capability ▪ 2nd Sustainability Rating Assessment with focus on ISS and MSCI

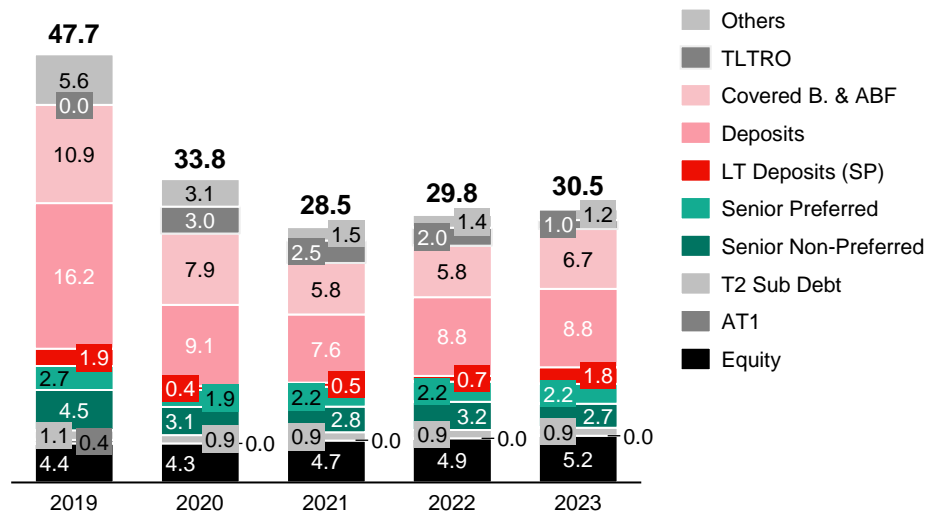


3. FUNDING & MORTGAGE PFANDBRIEF COVERPOOL Transaction

Prudent liability & funding strategy and excellent capital position

Liability structure by instruments

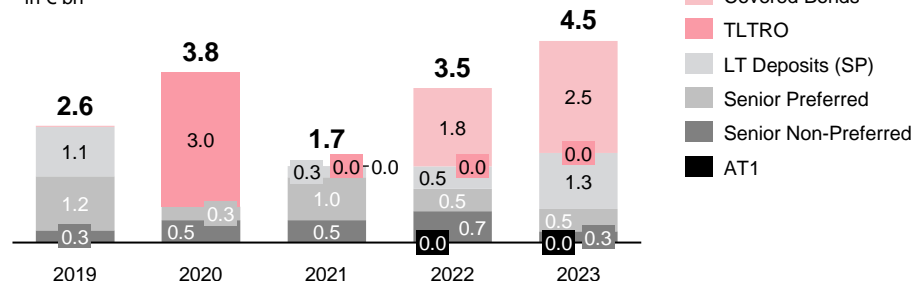
in € bn / in %



- **Reduction of b/s** key to reposition liability structure towards longer maturities, broader instrument range and improved deposit structure
- Liability stack with extremely **strong capital cushion** (equity, AT1) for senior investors
- Funding strategy supports strengthening **key parameters (LGF, MREL)** by issuance of SNP at very compelling cost
- **Extension of credit curve**, which started with issuance of 5 year SP issuance in March 2021 is progressing well
- Deposit funding has been reduced vs. **long-term funding instruments**,
- **Deposit franchise** is being strengthened by initiatives, targeting stickier franchise deposits and USD deposits, in particular
- **TLTRO** being used to further optimize in particular CoF, but reduction is likely faster than envisaged in MTP (750mn € TLTRO reduction settled in September) and substituted by other long-term funding
- Given the bank's business model, issuance of **covered bonds** remains a reliable pillar of optimized refinancing in terms of tenor and cost going forward; asset encumbrance levels (AE) are being monitored

Long-term funding issuance

in € bn



Liability strategy linked to core business – 58% of funding sources are organic funding from clients & deliver franchise value

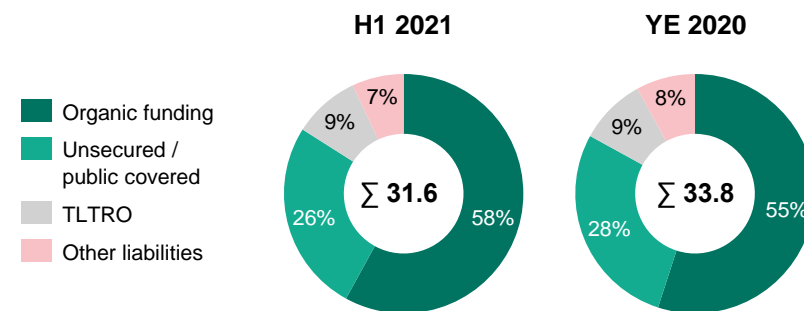
€ bn	H1 2021	YE 2020	Δ
Capital	4.5	4.4	+0.1
Development Banks	3.0	3.8	-0.8
Mortgage covered bonds	2.9	2.9	-
Shipping covered bonds	0.1	0.1	-
Franchise deposits	7.6	7.3	+0.3
Organic funding	18.1	18.4	-0.3
Other deposits ¹	1.3	1.9	-0.6
Public covered bonds ²	1.0	1.2	-0.2
Unsecured Funding (SP/SNP)	5.2	5.4	-0.2
Tier 2	0.9	0.9	-
Unsecured / public covered	8.4	9.5	-1.1
TLTRO	3.0	3.0	-
Other liabilities ³	2.1	2.9	-0.8
HCOB Group	31.6	33.8	-2.2

Maturity profile senior non-preferred / preferred / Tier 2

in € bn	H2-2021	2022	2023	2024
Senior non-preferred	0.3	0.4	0.7	0.2
Senior preferred	0.3	0.6	0.3	0.5
Tier 2	0.0	0.0	0.0	0.0
Total	0.6	1.0	1.0	0.8

Funding Composition HCOB

in € bn



- ▶ Funding strategy of HCOB focusses on increasing the organic funding as it leverages on banks core business and leads to increased franchise value
- ▶ Other liabilities have been actively reduced by over 25%
- ▶ As a result of this strategy, organic funding significantly increased from 55% to 58% during H1 2021
- ▶ Share of organic funding will increase before expected BdB entrance. Going forward, share of organically sourced liabilities will be expanded further (e.g. by lower TLTRO, further leveraging of covered bond franchise)

Real Estate – Key facts on one of the core business segments

Market Strategy

- HCOB has positioned itself as a highly recognized German real estate sector specialist, active across regions with the ability to enable premium prices in comparison with peers in a competitive environment

HCOB's Portfolio

- Majority of properties are located in Germany (91%), with 69% of clients based in Germany & 25% of clients from other European countries
- Sectors: (1) Office value-add, (2) Construction and (3) Retail
- Financing existing properties (~75% of portfolio), often with value add component and development loans (~25% of portfolio), core deals are not focused

HCOB's Clients

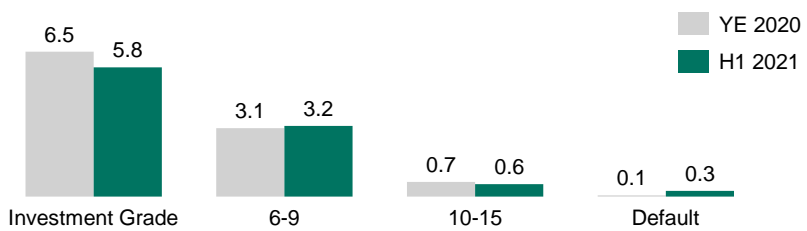
- Majority of clients is based in Germany (71%), followed by clients from other European countries (25%) & non-European clients (4%)
- Nearly all relationships based on customer franchise with revolving business approach

Outlook

- Well-connected German team, establishing an international team
- Increase international footprint in focus markets BeNeLux, UK and USA. Targeting ~20% international portfolio by YE2024

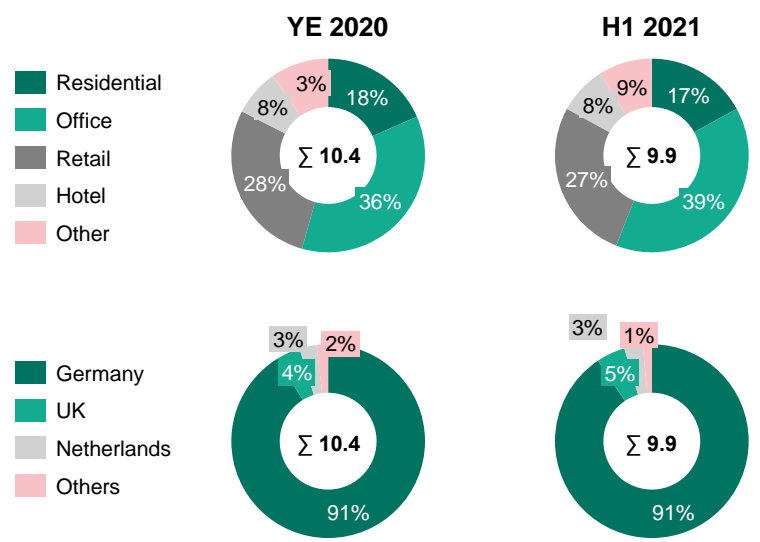
Real Estate – Operating business characterized by risk-conscious & earnings-optimizing development of the portfolio

Commercial Real Estate: Rating (EAD; in € bn)



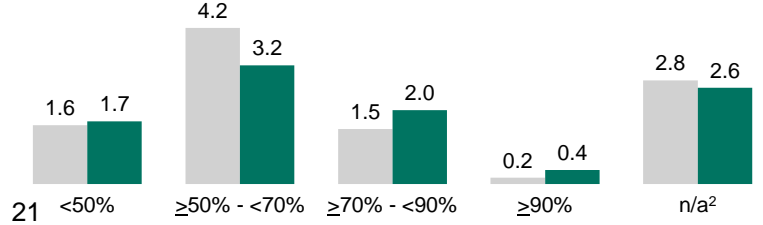
Portfolio by segment and region

in EAD; in € bn / %



Portfolio LTV

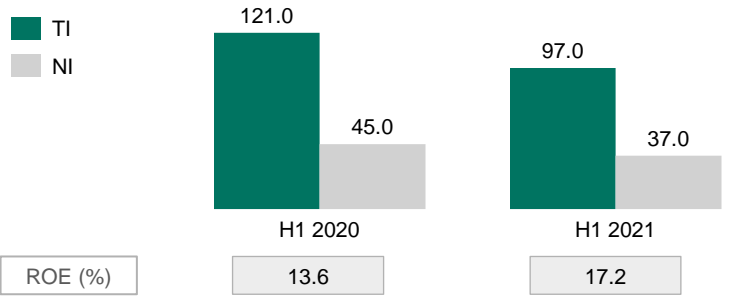
in € bn



TI, NI & ROE¹:

Sound operating performance

in € mn / %

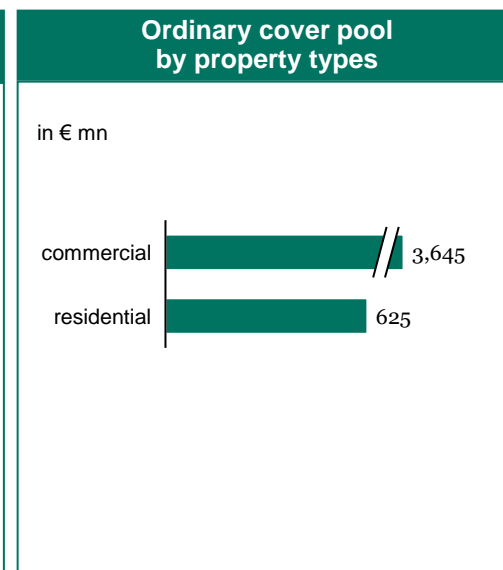
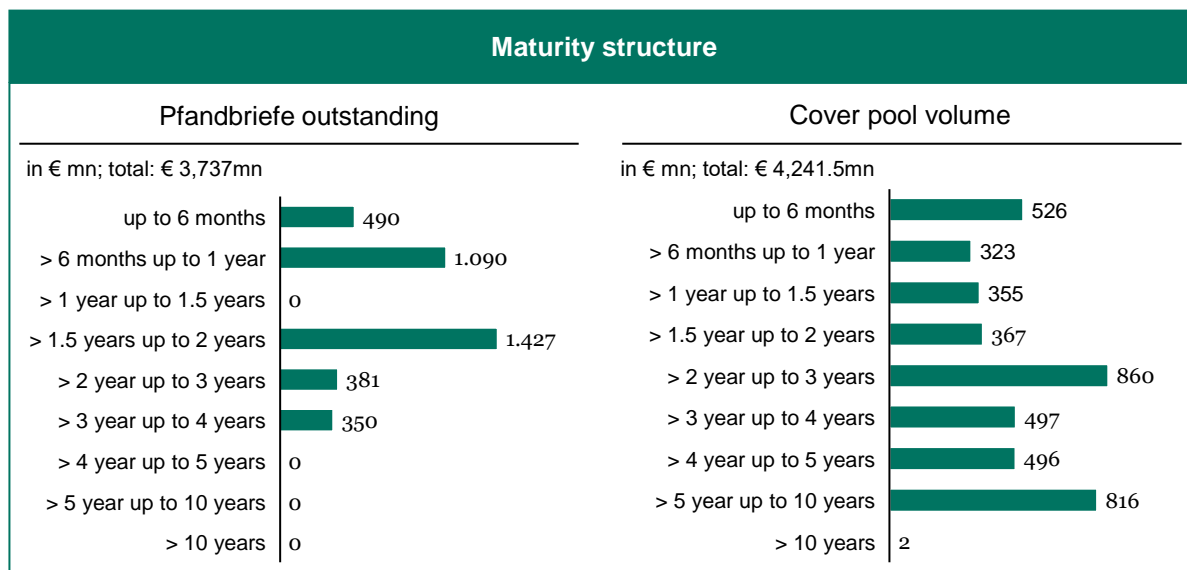
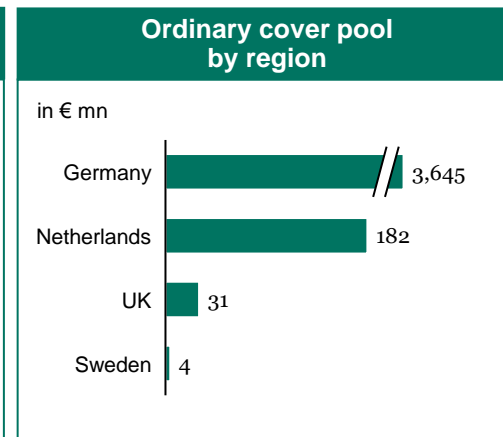
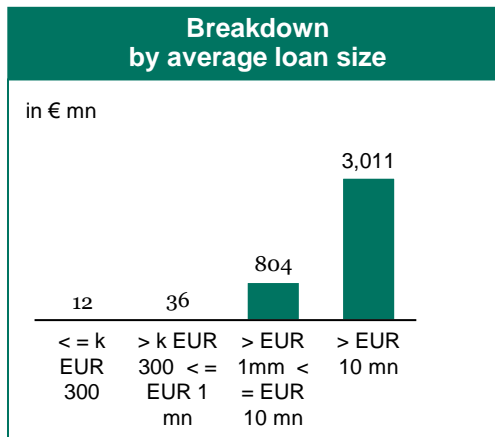
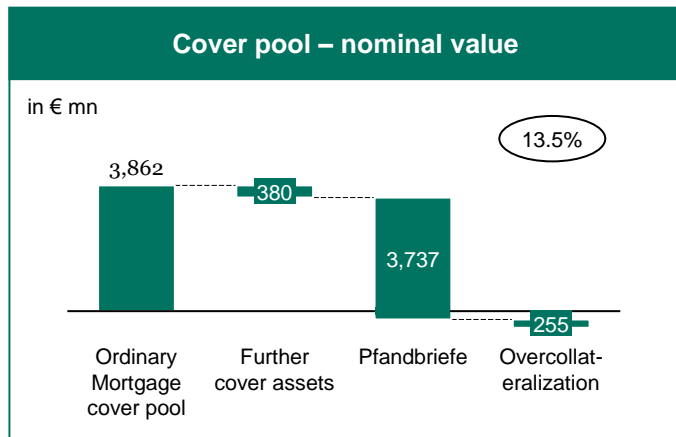


- ▶ Increased ROE¹ reflects more selective approach for new business with higher margins and lower funding costs
- ▶ Gross New Business is recovering following crisis-driven lower credit demand last year
- ▶ Asset quality overall at sound levels, some weakening for hotels and retail exposures
- ▶ Moderately higher average LTVs, increasing from 61% to 62%, remaining at sound levels



Rounding differences possible | 1) Total Income, Net Income, ROE after taxes based on a 13%-ratio of invested CET 1 capital as reported | 2) Property-developments monitored separately

Mortgage Pfandbrief – Aa1 Rating by Moody's



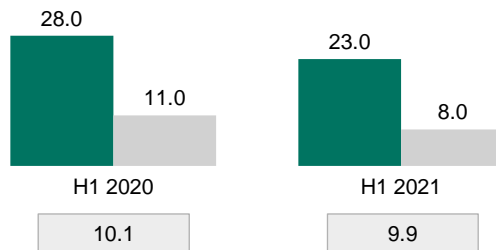
4. APPENDIX

Project Finance – Domestic and international project focus contributes strongly to income and portfolio risk diversification

Renewable Energy

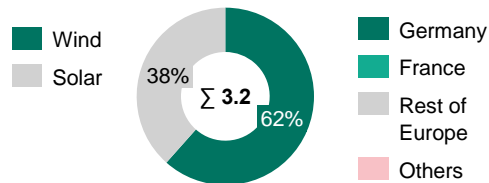
TI, NI & ROE¹
in € mn / %

■ TI
■ NI



EAD by Asset Class and Region

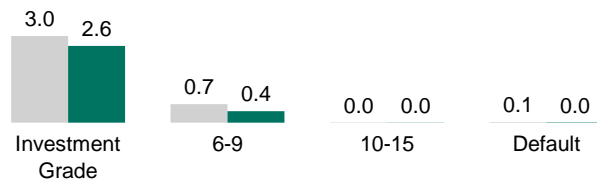
in € bn



Rating

in EAD; in € bn

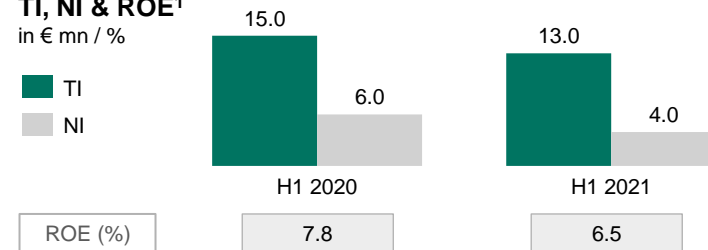
■ YE 2020 ■ H1 2021



Infrastructure

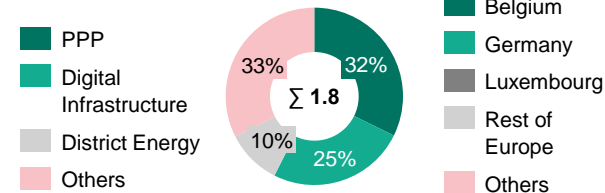
TI, NI & ROE¹
in € mn / %

■ TI
■ NI



EAD by Asset Class and Region

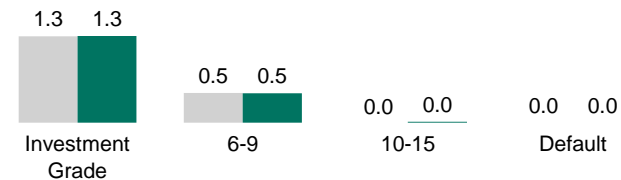
in € bn



Rating

in EAD; in € bn

■ YE 2020 ■ H1 2021

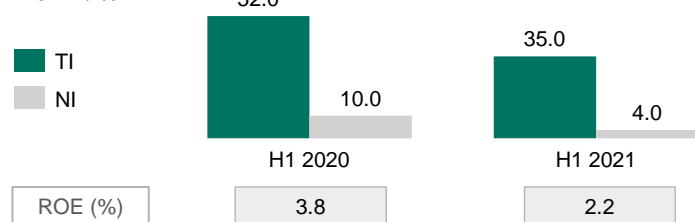


Corporates – Ongoing de-risking with simultaneous development of Corporates International as strong new segment

Corporates

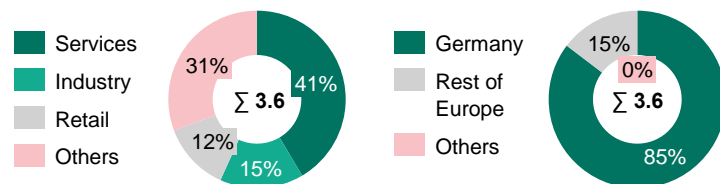
TI, NI & ROE²

in € mn / %



EAD by Asset Class and Region

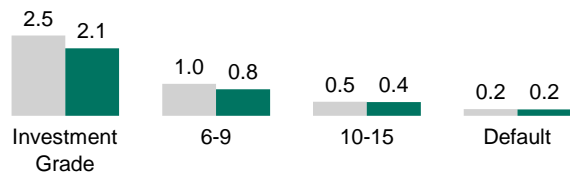
in € bn



Rating

in EAD; in € bn

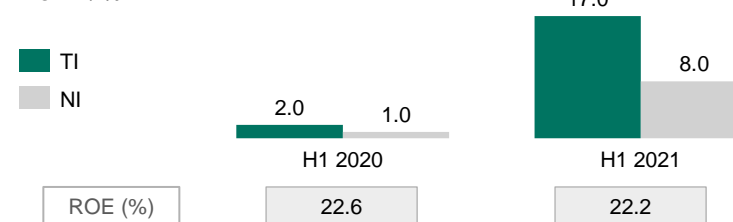
YE 2020 H1 2021



Corporates International¹

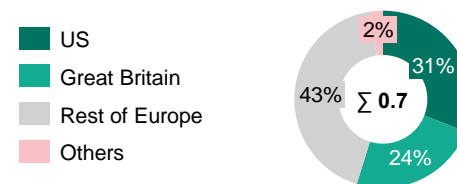
TI, NI & ROE²

in € mn / %



EAD by Region

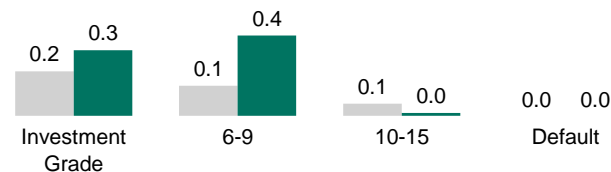
in € bn



Rating

in EAD; in € bn

YE 2020 H1 2021

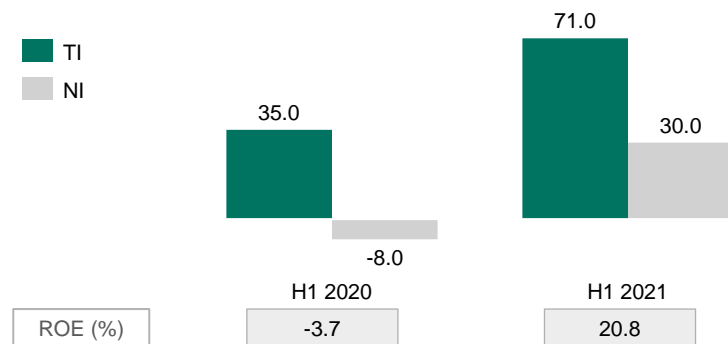


Shipping – Strong improvement of results due to significant increase in total income and lower risk costs

TI, NI & ROE¹:

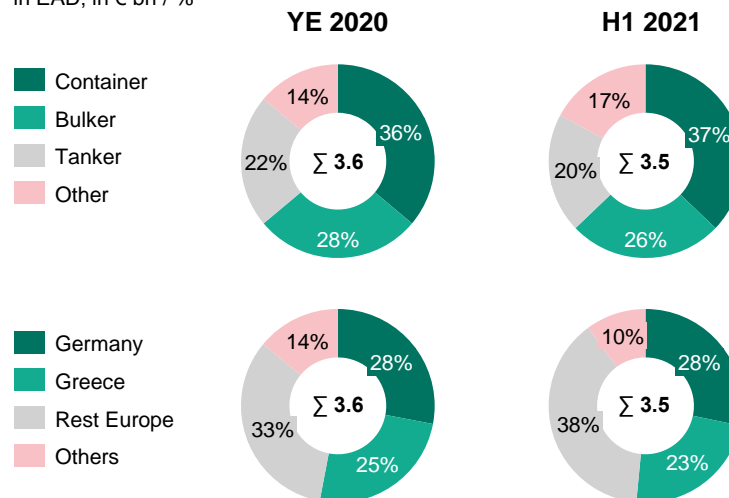
Sound operating performance

in € mn / %



Portfolio by segment and region

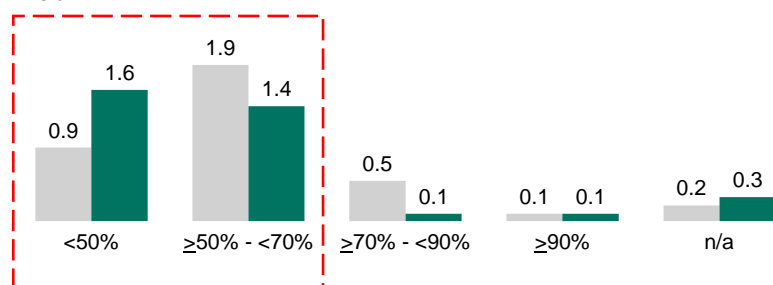
in EAD; in € bn / %



Portfolio LTV

in € bn

YE 2020 H1 2021



- ▶ Encouraging earnings development was driven by the significant increase in total income, which also benefited e.g. from positive valuation effects on customer derivatives and loans, coupled with strong operating performance
- ▶ Lower risk costs also contributed to earnings improvement
- ▶ Encouraging overall development on the shipping markets despite Covid-19 crisis, favored increase in New Business
- ▶ Average LTV improved from 61% to 50% as secondhand values for Container and Bulker increased

Rounding differences possible | 1) Total Income, Net Income, ROE after taxes based on a 13%-ratio of invested CET 1 capital as reported

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Management system and defined management indicators of the IFRS Group

The Bank's integrated management system is aimed at the management of key value drivers on a targeted basis. The Bank (which was operating under the name HSH Nordbank AG until February 4, 2019) uses a risk-adjusted key indicator and ratio system for this purpose that ensures that the Overall Bank are managed in a uniform and effective manner. The Hamburg Commercial Bank Group is managed mainly on the basis of figures for the Group prepared in accordance with the International Financial Reporting Standards (IFRS) and/or the relevant prudential rules.

Within the management reporting framework, the Bank focuses on the most important management indicators for the individual value drivers of the IFRS Group. On the one hand, the focus is on how these key indicators changed compared to the previous year and, on the other, on how they are expected to change in the future. The Group management report for the 2020 financial year contains further information on the management system and defined management parameters of the Hamburg Commercial Bank Group as well as disclosures.