

Landesbank Hessen-Thüringen Girozentrale ("Helaba")

Public Section of 2022 §165(d) Resolution Plan

Public Section

(i) Executive Summary

Section 165(d) of the Dodd-Frank Act (“DFA”) and its implementing rules require, among other things, any company covered by section 165 (d) to produce a resolution plan (such plan for Landesbank Hessen-Thüringen Girozentrale (“Helaba”) being this “Resolution Plan”) to provide for such company’s rapid and orderly resolution in the event of material financial distress or failure. The implementing rules (collectively, the “Rule”) were jointly issued by the Federal Reserve System (the “Board”), codified at 12 C.F.R. Part 243, and the Federal Deposit Insurance Corporation (the “FDIC” and together with the Board, the “Agencies”), codified at 12 C.F.R. Part 381, on November 1, 2011. Helaba is considered a “Covered company” under the Rule and must file this Resolution Plan with the Agencies. References to the Rule contained herein are to 12 C.F.R. Part 243 promulgated by the Board.

Under the requirements of the Rule, Covered companies are required to assess their U.S. banking operations for the presence of “Material entities”, “Critical operations”, and “Core business lines”. Helaba performed this assessment and determined that there were no Material entities, Critical operations or Core business lines as defined in the Rule. Therefore, the focus of this Resolution Plan is the orderly resolution of Helaba’s New York State chartered branch (the “New York Branch”), which conducts the vast majority of the U.S. operations of the Covered company. Such resolution will be driven by the requirements of the New York State receivership procedures for the orderly liquidation of a banking entity in resolution.

Helaba is a legal entity under German public law. Helaba is owned by the German states of Hesse and Thuringia, the savings banks in Hesse and Thuringia (via Savings Banks and Giro Association Hesse-Thuringia (the “Association”)), the Rheinisch Savings Banks and Giro Association, and the Savings Banks Association Westphalia-Lippe as well as two trust companies of the German-wide Savings Banks Finance Group (DSGV, association of German savings banks and landesbanks; via Fides Alpha Ltd. and Fides Beta Ltd.). The savings banks are at the same time customers, owners and partners of Helaba.

Helaba is subject to governmental supervision and regulation by the Federal Financial Supervisory Authority, an independent authority with regulatory powers, with the assistance of the Deutsche Bundesbank. Furthermore Helaba Group, together with its affiliated subsidiaries Frankfurter Sparkasse and Frankfurter Bankgesellschaft (Deutschland) AG, is among the banks classified as "significant" and therefore subject to direct supervision by the ECB. The Thuringian Ministry of Finance, in cooperation with the responsible ministry in Hesse, exercises state supervision of Helaba.

The Bank's registered offices are situated in Frankfurt am Main and Erfurt and it has branches in Düsseldorf, Kassel, London, New York, Paris and Stockholm plus a number of representative and sales offices, subsidiaries and affiliates.

Helaba is a Sparkasse central bank for the Sparkassen in Hesse, Thuringia, North Rhine-Westphalia and Brandenburg and therefore for 40 % of all Sparkassen in Germany. It operates as a partner for the Sparkassen rather than as a competitor.

Helaba serves customers in Germany and other countries as a commercial bank. It works with companies, institutional customers and the public sector and attaches great importance to building stable, long-lasting customer relationships.

Helaba administers public-sector development programs through Wirtschafts- und Infrastrukturbank Hessen (WIBank) in its capacity as the central development institution of the State of Hesse. WIBank's business activities are guided by the development objectives of the State of Hesse. Helaba also has stakes in a number of other development institutions in Hesse and Thuringia.

Helaba has the following four business segments:

- “Real Estate” activities concentrate on Real Estate Finance
- “Corporates & Markets” activities concentrate on Corporate Banking, Asset Finance, Savings banks and SMEs, Public Sector and Capital markets
- “Retail- and Asset Management” includes the wholly-owned subsidiary Frankfurter Sparkasse (Retail banking) as well as Landesbausparkasse Hessen-Thüringen, Frankfurter Bankgesellschaft (Switzerland) Ltd. (Wealth Management), Helaba Invest (Asset Management) and GWH Group (Real Estate Administration)
- “Public Development & Infrastructure Business (WIBank)” undertakes public development functions on behalf of the State of Hesse via the “Wirtschafts- und Infrastrukturbank Hessen” (WIBank)

At December 31, 2021, Helaba had total consolidated assets of approximately \$240 billion (USD) and total revenue of approximately \$2.4 billion (USD). At December 31, 2021, Helaba had approximately 6,297 employees located primarily in Germany.

Overview of the New York Branch

The New York Branch was licensed by the New York State Department of Financial Services (“NYDFS”) in January 1981. The New York Branch is not required to be and is not a member of FDIC. The New York Branch also maintains an International Banking Facility (the “IBF”) for booking foreign related liabilities and assets in accordance with the regulations of the New York Superintendent of Financial Services and Federal Reserve Regulation D. As of December 31, 2021, the IBF had no assets.

The New York Branch’s offices are located at 420 Fifth Avenue, New York, New York. Helaba has no other locations in the United States. The New York Branch engages in business with customers primarily located in the United States and Canada.

The New York Branch has four lending business areas:

- Real Estate Finance
- Asset Finance (Structured Finance)
- Corporate Banking (Corporate Clients International)
- Institutional Clients

In addition, the New York Branch is active in money market trading activities (inter-bank and selected corporates), which include the management of an investment portfolio consisting of certificates of deposit (“CDs”) and investment-grade medium-term notes issued by banks or finance companies. The funding of the New York Branch’s loan portfolio is primarily provided by the head office of Helaba located in Frankfurt, Germany (the “Head Office”). Institutional Clients’ credit commitments are primarily unfunded. In the case of test loans/draws of such commitments by the U.S. exchanges and clearing organizations, funding is provided by the New York Branch. All other funding needs of the New York

Branch are fulfilled by corporate, bank and government entity deposits, and the issuance of CDs and commercial paper (“CP”).

(ii) **Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources**

The balance sheet of the Covered Company is set forth below:

Figure 1

Statement of financial position

Assets

	31.12.2021	31.12.2020	Change	
	in € m	in € m	in € m	in %
Cash on hand and demand deposit balances with central banks and banks	34,039	26,429	7,610	28.8
Financial assets measured at amortised cost	130,014	131,847	- 1,833	- 1.4
Bonds	389	-	389	-
Loans and advances to banks	15,686	17,922	- 2,236	- 12.5
Loans and advances to customers	113,939	113,925	14	-
Trading assets	15,308	21,173	- 5,865	- 27.7
Financial assets measured at fair value (not held for trading)	27,099	34,438	- 7,338	- 21.3
Investment property	2,994	2,702	292	10.8
Income tax assets	788	704	85	12.1
Other assets	2,097	2,032	66	3.2
Total assets	212,341	219,324	- 6,984	- 3.2

Equity and liabilities

	31.12.2021	31.12.2020	Change	
	in € m	in € m	in € m	in %
Financial liabilities measured at amortised cost	168,256	167,731	525	0.3
Deposits and loans from banks	60,116	54,391	5,725	10.5
Deposits and loans from customers	63,411	63,062	349	0.6
Securitised liabilities	44,363	49,869	- 5,507	- 11.0
Other financial liabilities	365	409	- 44	- 10.7
Trading liabilities	13,301	17,793	- 4,492	- 25.2
Financial liabilities measured at fair value (not held for trading)	19,069	21,864	- 2,796	- 12.8
Provisions	1,877	2,551	- 674	- 26.4
Income tax liabilities	106	144	- 38	- 26.3
Other liabilities	510	399	111	27.9

Equity	9,222	8,842	381	4.3
Total equity and liabilities	212,341	219,324	- 6,984	- 3.2

In addition to Head Office funding, the New York Branch also funds itself by issuing CP and CDs.

(iii) A description of derivative activities and hedging activities

The New York Branch engages in derivative activities, through Helaba's London Branch and/or Head Office, solely to hedge interest rate risk. There are no other derivative or hedging activities.

(iv) A list of memberships in material payment, clearing and settlement systems

The New York Branch is not a member of any material payment, clearing or settlement system.

(v) A description of foreign operations

The New York Branch has no foreign operations (other than the Head Office) material to its resolution.

(vi) The identities of material supervisory authorities

The New York Branch is supervised by the following authorities:

USA

- (1) NYDFS; and
- (2) Federal Reserve Bank of New York.

Germany

- (1) Deutsche Bundesbank Hauptverwaltung in Hessen;
Regionalbereich Banken und Finanzaufsicht Sachgebiet Systemrelevante Banken IV
- (2) Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin);
- (3) State supervision exercised by the Thuringian Ministry of Finance or the Hessian Ministry of Economics (alternating every four years); and
- (4) Helaba is among the financial institutions under the financial supervision of the European Central Bank.

(vii) The identities of the principal officers

Christian Jagenberg, Executive Vice President and Branch Manager

(viii) A description of the corporate governance structure and processes related to resolution planning

Executive bodies of Helaba are the Board of Owners, the Supervisory Board and the Board of Managing Directors (the latter being the "Managing Board"). Authority and responsibility for this Resolution Plan rests with the Managing Board. Helaba has formed a Steering Committee which serves as the principal advisory committee to the Managing Board in respect of this Resolution Plan. The Steering Committee is comprised of senior executives within the New York Branch and is responsible for overseeing matters

related to resolution planning under the Rule.

(ix) **A description of material management information systems**

The New York Branch uses two material management information systems, known as Midas and Murex. Midas processes Helaba's transactions and updates its records. Murex is the system used for trading and risk management.

(x) **A description, at a high level, of the Covered company's resolution strategy, covering such items as the range of potential purchasers of the Covered company, its Material entities and Core business lines.**

As a branch of Helaba, the New York Branch would be liquidated under New York State Banking Law. Pursuant to New York law, the Superintendent of the NYDFS administers substantial resolution policies and procedures to which the New York Branch would be subject.