Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)¹
Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Not guaranteed programme

INFORMATION MEMORANDUM		
Name of the programme	LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA), NEU CP (ID Programme 1729)	
Name of the issuer	LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA)	
Type of programme	NEU CP	
Writing language	English	
Programme size	6 000 000 000 EUR	
Guarantor(s)	Not applicable	
Rating(s) of the programme	Rated by Fitch Ratings Moody's	
Arranger(s)	Société Générale	
Introduction advisor	None	
Legal advisor	Allen & Overy LLP	
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE	
Dealer(s)	LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA) BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK (FRANCE) S.A. LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA) SOCIETE GENERALE	
Date of the information memorandum (dd/mm/yyyy)	24/05/2023	

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE

Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

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The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

MiFID II product governance / Professional investors and Eligible Counterparties only target market

Solely for the purposes of the Issuer's product approval process in respect of a particular NEU CP issue, the target market assessment in respect of any of the NEU CP to be issued off this Programme has led to the conclusion that: (i) the target market for the NEU CP is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

Risks in connection with legal procedures and authorities under banking legislation in the event of a crisis of a credit institution

The banking supervisory authority is entitled, even before the institution of insolvency proceedings, to impose obligations on a credit institution that restrict its business operations and to take any other action (up to the closure of the credit institution for business operations) if the financial situation of this credit institution gives rise to doubts as to its compliance with capital and liquidity requirements on a permanent basis. The fact that any such measure is taken by the banking supervisory authority may result in material adverse consequences for the economic situation of the creditors of the credit institution concerned, in particular as a result of an adverse influence on the prices (quotations) of the financial instruments issued by this credit institution, or on the ability of the credit institution to refinance itself. The resolution authority has further-reaching powers in particular if, in its opinion, the continued existence of the credit institution is jeopardized. In relation to the Issuer, this inter alia means that the competent resolution authority may require in such a situation that claims for payments owed (including, but not limited to) under the NEU CP are converted into Tier 1 capital instruments of the Issuer or permanently reduced down to zero (so-called "Bail-in"). To offset any existing equity shortfall, it is possible in this connection that, first, instruments belonging to Tier 1 capital, thereafter instruments belonging to Tier 2 capital, will be used and permanently reduced down to zero or converted into Tier 1 instruments of the Issuer. In addition, to the extent that such instruments are not sufficient to offset any existing equity shortfall, NEU CP qualifying as eligible liabilities in accordance with the minimum requirements for own funds and eligible liabilities within the meaning of Regulation (EU) No 806/2014 (hereinafter referred to as "Eligible Liabilities") and, in addition, also any other NEU CP issued under the Information Memorandum may be permanently reduced down to zero or converted into Tier 1 instruments of the Issuer in line with their ranking in insolvency. In connection with such a Bail-in, the terms and conditions of the NEU CP may also be changed to the disadvantage of the holders (e.g. the maturity may be extended or any rights of termination may be excluded). In this case, the holders do not have any claim against the Issuer for payment in accordance with the original terms and conditions. The extent to which liabilities of the Issuer resulting from the NEU CP may become the subject of a Bail-in depends on a number of factors which cannot be influenced by the Issuer. Thus, the Bail-in may - outside of insolvency proceedings - result in material adverse effects on the rights of the holders, up to the loss of a predominant part or all of the capital invested.

Insolvency risk

Investors are exposed to the risk of an insolvency of the Issuer. In the event of the institution of insolvency proceedings over the assets of the Issuer, investors may assert their claims only as unsecured creditors in accordance with the provisions of the German Insolvency Code (Insolvenzordnung) and the German Banking Act (Kreditwesengesetz). In such a situation, investors must expect that only part of their invested capital will be repaid. There is a risk of a total loss of the invested capital.

	1. DESCRIPTION OF THE ISSUANCE PROGRAMME		
Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments			
1.1	Name of the programme	LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA), NEU CP (Programme ID 1729)	

1.2	Type of programme	NEU CP
1.3	Name of the issuer	LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA)
1.4	Type of issuer	Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code
1.5	Purpose of the programme	In order to meet the general funding needs of LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA) (the "Issuer", "Helaba" or the "Bank") and its subsidiaries, the Issuer will issue NEU CP from time to time, in accordance with Articles L. 213-1 to L. 213-4-1 and D. 213-1 to D. 213-14 of the French monetary and financial code and all applicable regulations.
1.6	Programme size (maximum outstanding amount)	6 000 000 000 EUR
	outstanding amounty	six billion EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	NEU CP are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations.
1.8	Yield basis	The remuneration is unrestricted.
		Benchmark indice(s) :
		The variable/adjustable rates are indexed to the usual rates of the money and bonds markets.
		Compensation rules(s) :
		Remuneration is unrestricted. However, if the Issuer issues NEU CP with remuneration linked to an index or an index clause, the Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as but not restricted to: EURIBOR or €ster. NEU CP rates may be negative based on fixed rates or changes in the usual money market indexes applicable to the calculation of compensation. In any case, remuneration formulas shall not result in below par redemption, including for NEU CP with a negative rate. NEU CP issues will be subject to unconditional at par redemption. The Issuer may not issue NEU CP with potentially variable principal payments. At their maturity date, the principal of the NEU CP shall always equal par. In the case of an issue of NEU CP embedding an option of repurchase, the conditions of remuneration of such NEU CP will be set at when the said NEU CP will be initially issued and shall not be further modified, including when such an embedded option of repurchase will be exercised.
1.9	Currencies of issue	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	Maturity	The NEU CP may be redeemed before maturity in accordance with the laws and regulations applicable in France. The early repayment option, if any, shall be explicitly specified in the confirmation form of any relevant issuance of NEU CP. The Issuer reserves the right to repurchase the NEU CP subject to, and in compliance with, applicable French laws

		and regulations. The NEU CP issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (held by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder). An option of repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP. In any case, the overall maturity of any NEU CP embedded with one or several of such clause, shall always – all options of repurchase included conform to laws and regulations in force in France at the time of the issue. The term (maturity date) of the NEU CP shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, such term shall not be longer than one year (365 days or 366 days in a leap year), from the issue date.
1.11	Minimum issuance amount	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	Minimum denomination of the notes	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	Status of the notes	Senior Unsecured Information about the status of the notes: The NEU CP shall constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking at least pari passu with all other current and future direct, unsecured, unguaranteed and unsubordinated indebtedness of the Issuer.
1.14	Governing law that applies to the programme	French law
1.15	Listing of the notes/Admission to trading on a regulated market	All, or part only, of the NEU CP issued under this Programme may be admitted to trading on Euronext Paris. Whether an issue of NEU CP is admitted to trading on Euronext Paris, it can be verified on the website of Euronext Paris at the following address: https://live.euronext.com/.
1.16	Settlement system	The NEU CP will be issued through Euroclear France.
1.17	Rating(s) of the programme	Fitch Ratings: fitchratings.com/entity/landesbank-hessen-t hueringen-girozentrale-81203656#securities-and -obligations Moody's: moodys.com/credit-ratings/Landesbank-Hessen -Thueringen-Girozentrale-credit-rating-370500/ ratings/view-by-debt Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating
1.18	Guarantor	Not applicable
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	SOCIETE GENERALE

1.20	Arranger	Société Générale
1.21	Placement method	Direct placement
		Dealer(s): BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK (FRANCE) S.A. LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA) SOCIETE GENERALE
		The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer
1.22	Selling restrictions	General selling No action has been taken or will be taken by the Issuer, each Dealer, any initial subscriber and any further holder of the NEU CP issued under the Programme that would or is intended to permit a public offering of the NEU CP or the possession or distribution of the Information Memorandum or any other document relating to the NEU CP in any country or jurisdiction where action for that purpose is required. The Issuer, each Dealer, any initial subscriber and any further holder of the NEU CP has undertaken, to the extent possible, to the best of its knowledge, to comply with all applicable laws and regulations in force in any country or jurisdiction in which it purchases, offers or sells the NEU CP or possesses or distributes the Information Memorandum or any other document relating to the NEU CP and to obtain any consent, approval or permission required by it for the purchase, offer or sale of NEU CP under the laws and regulations in force in any jurisdiction to which it is subject or in which it will make such purchases, offers or sales and neither the Issuer, nor any Dealer nor any initial subscriber nor any further holder shall have responsibility therefore. None of the Issuer, any Dealer, any initial subscriber or any further holder of the NEU CP will either offer, sell or deliver, directly or indirectly, any NEU CP or distribute the Information Memorandum or any other document relating to the NEU CP in or from any country or jurisdiction except under circumstances that will result in the compliance with any applicable laws and regulations and which will not impose any obligations on the Issuer. France The Issuer, each Dealer, any initial subscriber has represented and agreed, and any further holder of the NEU CP will be deemed to have represented and agreed on the date on which he purchases the NEU CP, to comply with applicable laws and regulations in force regarding the offer, the placement or the re-sale of the NEU CP or the distribution of the documents with respect thereto, in France. U

1.23	Taxation	agent) for the purposes of their businesses where the issue of the any NEU CP would otherwise constitute a contravention of section 19 of the Financial Services and Markets Act 2000 (FSMA) by the Issuer; (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any NEU CP in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such NEU CP in, from or otherwise involving the United Kingdom. United States of America The NEU CP have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any other laws or regulations of any state of the United States of America, and may not be offered or sold within the United States of America, or to, or for the account or benefit of, U.S. persons (as defined in accordance with Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act. The Issuer, each Dealer, and any initial subscriber have represented and agreed, and any further holder of the NEU CP will be required to represent and agree, that they have not offered, sold or delivered, and will not offer, sell of deliver, whether directly or indirectly, any NEU CP within the United States of America or to, or for the account or benefit of, any U.S. person (i) as part of their distribution at any time, and (ii) otherwise until the day immediately following 40 days after the later of (y) the day on which such NEU CP are offered and (2) the issue date of such NEU CP will be required to agree that they will send to each distributor, initial subscriber or any further holder of the NEU CP will be required to agree that they will send
1.24	Involvement of national authorities	
1.24	Involvement of national authorities Contact(s)	Banque de France Landesbank Hessen-Thüringen Girozentrale
1.25	Contact(s)	Neue Mainzer Strasse 52-58 D-60311 Frankfurt am Main

		Email: VL312000Doku@helaba.de Tel : +49 69 91 32 – 2194 Fax : +49 69 91 32 – 3177
1.26	Additional information on the programme	The Issuer shall update in due time the Information Memorandum in accordance with the legal laws and regulations applicable for rated programmes of NEU CP. Annual update The Issuer shall update each year its Information Memorandum within 45 days following the shareholders' annual general meeting, or the equivalent body, voting on the accounts for the last financial year. Permanent update The Issuer shall immediately update its information memorandum following any change to the NEU CP under this Programme relating to: • the maximum amount of its outstanding NEU CP issues; • the Issuing and Paying Agent; • any new circumstance which may have a significant effect on the NEU CP or on the outcome of the issue programme.
1.27	Language of the information memorandum which prevails	English

2 DESCRIPTION OF THE ISSUER Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments 2.1 LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE Legal name (HELABA) 2.2 Legal form/status, governing law of the Legal form/status : issuer and competent courts Institution incorporated under German public law Governing law of the issuer: Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code Additional information regarding the governing law: The Issuer, which is a credit institution, was founded in the Federal Republic of Germany as a public law institution. It is incorporated under German public law and is subject to the jurisdictions of the courts of the Federal Republic of Germany. Helaba is a legal entity under public law. Within the scope of the "Single Supervisory Mechanism" (SSM: uniform mechanism for banking supervision in the Eurozone, which other EU countries may join as members on a voluntary basis), Helaba has since November 4, 2014 been subject to direct regulation and supervision by the European Central Bank ("ECB"). The basis for the assumption of direct supervision by the ECB over Helaba is the classification Helaba as a "significant" institution. In its supervisory function, the ECB is supported by the Federal Financial Authority (Bundesanstalt Supervisory "BaFin"), an independent Finanzdienstleistungsaufsicht, authority with supervisory powers that has granted the Issuer its licence, as well as by Deutsche Bundesbank. In addition, Helaba is subject to state supervision by the Federal States of Hesse and Thuringia (Sections 2(1) and 12(1) of the State Treaty). Competent courts: Federal Republic of Germany 01/01/1953 2.3 Date of incorporation Registered office: 2.4 Registered office or equivalent (legal Neue Mainzer Str. 52-58 address) and main administrative office 60311 Frankfurt am Main **GERMANY** 2.5 Registration number: Commercial registers of Frankfurt am Registration number, place of registration and LEI Main (HRA 29821) and Jena (HRA 102181) LEI: DIZES5CFO5K3I5R58746 2.6 Issuer's mission summary Helaba is a regional bank. The Bank shall in particular perform the functions of a central institution for the savings banks in the Federal States of Hesse, Thuringia and North Rhine-Westphalia and the functions of a municipal bank and a state bank in the Federal States of Hesse and Thuringia. The Bank may also assume the functions of a central institution for savings banks in

other federal states of Germany.

In its capacity as a central institution for savings banks, the

Bank shall in particular manage the liquid funds of the savings banks in the federal states specified in sub-section 1 by means of an appropriate investment policy and shall extend appropriate liquidity facilities to the savings banks. It shall also be responsible, in cooperation with the savings banks, for business operations arising from its activities in the aforementioned capacity.

In its capacity as a municipal bank and state bank, the Bank shall conduct the banking operations of local authorities and local authority associations, of the Federal States of Hesse and Thuringia, of other corporations, institutions and foundations under public law and of enterprises associated with them and shall assist them in the realisation of their functions by means of its business operations.

The Bank may perform trustee and public development functions for the Federal States of Hesse and Thuringia and other public authorities. In respect of public development schemes, particularly in the fields of housing and urban development, industry and commerce, agriculture and environmental protection, these functions shall be performed by divisions established within the Bank in Hesse and Thuringia in accordance with section 8 sub-section 4 of the Treaty on the Formation of a Joint Savings Banks Association Hesse-Thuringia.

The Bank shall operate a Building and Loan Association (Bausparkasse), in particular in the Federal States of Hesse and Thuringia, in accordance with the provisions of the German Act on Building and Loan Associations (Gesetz über Bausparkassen). It shall be a legally dependent institution and shall be known as "Landesbausparkasse Hessen-Thüringen". Separate annual accounts and a management report are to be prepared for the Building and Loan Association.

The Bank may conduct banking operations of all kinds and also perform other services and carry out other transactions customary in the banking industry insofar as such banking operations and other services and transactions are directly or indirectly conducive to achieving the Bank's purposes. Subject to this, the Bank may acquire equity holdings, create its own independent institutions and acquire and dispose of

developed and undeveloped real property and equivalent titles.

The Bank shall be entitled to issue Pfandbriefe in accordance with the German Pfandbrief Act (Pfandbriefgesetz) and other bonds.

Within the scope of its functions the Bank may become a member of associations and other organisations.

The Bank's business operations shall be conducted on the basis of good commercial practice taking into account general economic considerations and serving the needs of the savings banks and municipal authorities. In view of the public nature of the Bank's mission, generating profit shall not be the main object of its business operations.

Deposit Protection and Investor Compensation Scheme Helaba is a member of the Deposit Protection and Investor Compensation Scheme of the Sparkassen-Finanzgruppe (the "Scheme"). The aim of the Scheme is to ensure that the member institutions themselves are protected, in particular their liquidity and solvency. All savings banks, Landesbanks and home loan and savings associations (Landesbausparkassen) are members of this Scheme. In accordance with its memorandum and articles of

association, the Scheme consists of a joint liability scheme of interconnected assets which are raised by the savings banks, the Landesbanks and Central Giro Institutions and Landesbausparkassen. In the event of a crisis, liquidity and solvency of an institution can be protected by relevant support measures. Institutions affected by the crisis can thus

be enabled to continue performing their obligations without restrictions.

In January 2020, the ECB and BaFin informed the German Savings Banks Association (Deutscher Sparkassen- und Giroverband, "DSGV") of certain supervisory expectations regarding further enhancements of DSGV's Institutional Protection Scheme based on an audit of the Institutional Protection Scheme. At the end of August 2021, the general meeting of the members of the DSGV approved a resolution to upgrade the joint protection scheme. This implemented the requests of the ECB and BaFin, therefore making the protection scheme more efficient. The changes included decision-making structures designed to be more effective. In addition, the members declared their willingness in principle to set up an additional fund, the payments into which would be accumulated between 2025 and 2032. It is planned to implement the approved measures in succession over a period of time.

In addition, there is the Reserve Fund of the Savings Banks and Giro Association Hesse-Thuringia, of which Helaba has become a member. Supplementing these Reserve Funds, Rheinischer Sparkassen- und Giroverband - (RSGV) and Westfälisch-Lippischer Sparkassen- und Giroverband (SVWL) each have established an additional reserve fund in favour of Helaba within the scope of their share taken in the ordinary capital of Helaba (4.75% each) in 2012.

2.7 Brief description of current activities

For comparative information on the results of the two last financial periods in the main business areas of Helaba: please refer to pages 99 and 103 to 105 of the 2022 Annual Report.

Business model of the GroupHelaba is a credit institution organised under public law, with a commitment to operating sustainably; its long-term strategic business model is that of a full-service bank with a regional focus, a presence in carefully selected international markets and a very close relationship with the Sparkassen-Finanzgruppe. One key aspect of Helaba's business model is its legal form as a public-law institution. Helaba operates as a for-profit entity in line with the applicable provisions of the Charter and the Treaty of the Formation of a Joint Savings Banks Association Hesse-Thuringia. The Treaty and the Charter establish the legal framework for Helaba's business model. Other factors central to this business model are Helaba's status as part of the Sparkassen-Finanzgruppe with its institutional protection scheme, the distribution of tasks between Sparkassen, Landesbanken and other S-Group companies, the large stake in Helaba owned by the Sparkassen organisation, and Helaba's retention and expansion of its activities in the S-Group and public development and infrastructure business. Helaba serves its clients in three functions: as a commercial bank, as a Sparkasse central bank and as a development bank. As a commercial bank, Helaba operates in Germany and abroad. Helaba's hallmarks include stable, long-term customer relation-ships. It works with companies, institutional clients and the public sector. Helaba is a Sparkasse central bank and S-Group bank for the Sparkassen in Hesse, Thuringia, North Rhine-Westphalia and Brandenburg and, therefore, for around 40 % of all Sparkassen in Germany. It operates as a to the Sparkassen rather than competitor. Helaba and the S-Group Sparkassen in Hesse Thuringia together constitute Sparkassen-Finanzgruppe Hessen-Thüringen, which follows a business model based on economic unity and a joint S-Group rating. Comprehensive co-operation and business agreements have been entered into with the Sparkassen and their associations in North Rhine-Westphalia. In addition, there are sales co-operation agreements with the Sparkassen in Brandenburg. The agreements with the

Sparkassen in North Rhine-Westphalia and Brandenburg complement the S-Group Concept of the Sparkassen-Finanzgruppe Hessen-Thüringen.

In its capacity as the central development institution for Hesse, Helaba administers public-sector development programmes through Wirtschafts- und Infrastrukturbank Hessen ("WIBank"). As a dependent institution within Helaba, WIBank enjoys a direct statutory guarantee from the State of Hesse, which is in compliance with applicable European Union (EU) law. 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.

In addition to Helaba, the business model includes further strong, well-known brands (in some cases, legally independent subsidiaries) that complement the Group's product portfolio.

Helaba has a leading position in the home loans and savings market in both Hesse and Thuringia in conjunction with the dependent Landesbausparkasse Hessen-Thüringen ("LBS") and also helps the Sparkassen with the marketing of real estate through Sparkassen-Immobilien-Vermittlungs-GmbH. Frankfurter Sparkasse, a wholly owned subsidiary of Helaba organised under German public law, is the leading retail bank in the Frankfurt am Main region. It also has a presence in the nationwide direct banking market through 1822direkt. Frankfurter Bankgesellschaft (Schweiz) AG ("FBG") and its wholly owned subsidiary Frankfurter Bankgesellschaft (Deutschland) AG provide Helaba's products and services for Sparkassen in private banking and in the wealth and asset management businesses. FBG, which operates as the private bank of the Sparkassen-Finanzgruppe, acquires high-net-worth customers in Germany through Sparkassen in the S-Group with which it has a collaboration agreement. In its role as a central partner for the Sparkassen, FBG offers the Family Office service, enhancing its range of professional advisory services in connection with all assetrelated matters. FBG offers consulting services for family-owned businesses in connection with mergers and acquisitions through the investment in IMAP Consultants AG (Deutschland).

The wholly owned subsidiary Helaba Invest is one of Germany's leading institutional asset management companies. Helaba Invest offers professional management of the assets of institutional investors using special funds for institutional investors and retail funds, and as part of advisory and management portfolios. Its range of products includes management and advisory services in connection with both liquid and illiquid asset classes, together with the administration of master investment company portfolios (including optional and statutory reporting as well as risk management). Within the Sparkassen-Finanzgruppe, Helaba Invest is the largest provider of special funds for institutional investors.

The GWH Group manages around 53,000 residential units throughout Germany and holds one of the largest residential real estate portfolios in Hesse. The group focuses on developing housing projects, managing and optimising residential property portfolios, and initiating and supporting residential real estate funds.

The OFB Group is a full-service group of companies in the fields of real estate project development, land development and the construction and project management of high-value commercial real estate. It operates throughout Germany with a particular focus on the Rhine-Main region.

Helaba's registered offices are situated in Frankfurt am Main and Erfurt, and it also has branches in Düsseldorf, Kassel, Paris, London, New York and Stockholm. The branches allow Helaba to strengthen its local presence close to customers and Sparkassen. The foreign branches also

provide Helaba with access to the funding markets based on the US dollar and pound sterling. The organisation also includes representative and sales offices, subsidiaries and affiliates.

Sustainability in the sense of environmental and social responsibility is an integral part of the binding Group-wide business strategy, as is sustainability in the sense of fair corporate management, which means that business activities are systematically oriented around these requirements.

Macroeconomic and sector-specific conditions in Germany Economic activity in Germany was held back in 2022 by high energy prices, slower growth in the global economy and rising capital market rates. Gross domestic product nevertheless rose by 1.9 % (seasonally adjusted) thanks to solid progress at the beginning of the year. Economic stagnation appears the most likely scenario for 2023. German consumers are unnerved and exercising restraint. Their spending will probably fall slightly in 2023. Capital equipment spending is recovering only slowly. Construction activity, which was already weakening in 2022, can be expected to decline again in 2023. Higher mortgage rates and increased construction costs are both having a negative impact in this area. Foreign trade is acting as a brake, as imports are expected to rise faster than exports. Economic momentum in Germany is likely to pick up over the course of the year though as the significance of the various unfavourable factors gradually fades.

Price pressure remains high in Germany. Inflation may well reach 6 % this year after last year's 6.9%. Stemming initially from energy and commodities, price pressures have extended to a number of product groups. Higher wage settlements are an additional strain. Structural factors such as the departure of the baby boomer generation and climate protection measures are adding to the price pressures.

The digital transformation remains one of the most critical strategic action areas for governance because of its importance in securing customer business and banking operations. In light of the economic consequences caused by the effects of the Ukraine war in particular, digitalisation will become more of a lever for cost efficiency gains. A few years ago, corporate management teams set great store by innovation labs in the relevant digitalisation centres; today, actions focus on the measurable added value generated through digitalisation. Rising interest rates only reinforce the importance of prioritising the income or cost savings potentially to be realised over exploration for its own sake in digitalisation initiatives.

Yet it is still essential not to underestimate the need to be able to leverage the opportunities afforded by digitalisation to pro-vide a competitive and attractive range of products and services for customers. It is clear that a digital customer offering no longer brings a competitive edge for most lines of business; rather, the absence of any such offering puts the business concerned at a serious competitive disadvantage. Creating an efficient, customer-centric mix of physical and online offerings will be a critical success factor for most business models.

Platforms are extremely important, especially for banking business with large and globally active corporate customers. For some time, derivative platforms have enabled currency hedges to be effected using standardised processes, lending portals arrange funding for small and medium-sized corporate customers through banks or directly through institutionals, and banks analyse their customer data in search of more effective ways of offering products. Around the globe, blockchain technology is being refined to find new, faster and more cost-effective methods of exchanging data. These developments are enabling transactions to be initiated and executed in automated processes in accordance with

terms and conditions agreed in advance, thus generating associated efficiency gains.

The growing significance of ESG data from the regulatory perspective is another significant influencing factor here. Reporting requirements – and hence availability requirements pertaining to the relevant data – are growing ever more stringent, especially in light of the future obligation to publish the green asset ratio created by the Taxonomy Regulation.

The Helaba Regulatory Group (within the meaning of the KWG and the CRR), 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 ECB sent the Helaba Regulatory Group a letter dated 14 December 2022 notifying it of the findings of the Supervisory Review and Evaluation Process ("SREP"). In 2023, Landesbank Hessen-Thüringen Girozentrale accordingly had to satisfy, on a consolidated basis, an SREP total capital requirement of 10.0 % (including an additional capital requirement (Pillar 2) of 2.0 %, which must consist of at least 56.25 % CET1 capital and 75 % Tier 1 capital).

Key developments in the regulatory framework were as follows:

EU implementation of Basel IV

In October 2021, the European Commission published its legislative proposals for the amendment of the EU Capital Requirements Regulation ("CRR III") and Directive whereby Requirements ("CRD VI"), requirements of Basel IV (also known as the finalisation of Basel III) are to be implemented in the EU. Trilogue negotiations amongst the legislative bodies started at the end of March 2023. The new rules are scheduled to be applied from 1 January 2025. Helaba regularly takes part in impact studies and factors the results from these studies into its medium-term planning on an ongoing basis.

EU "Action Plan: Financing Sustainable Growth"

June 2021 saw the publication of the final delegated act relating to the economic activities forming the subject matter of the Taxonomy Regulation. This delegated act establishes the technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation or climate change adaptation (the first two environmental objectives). The delegated act to cover environmental objectives three to six that was expected in 2022 has yet to appear. The final delegated act relating to the disclosure of indicators pursuant to Article 8 of the Taxonomy Regulation came into force back in December 2021. The delegated act concerning nuclear and gas energy activities, which adds six new economic activities in the nuclear and gas energy spheres to the economic activities already defined in the Taxonomy Regulation, was published in 2022.

ECB Guide on climate-related and environmental risks

The 13 expectations in relation to climate-related and environmental risks set out in the ECB Guide were specified in greater detail in 2022 with the publication of the consolidated findings of the cross-sector thematic review, which include examples of best practice. Helaba is taking the required action arising from the ECB Guide, the thematic review and the EU action plan as part of its Helaba Sustained programme.

The requirements of the EBA concerning disclosures regarding ESG risks in accordance with Article 449a CRR are satisfied in the Helaba Regulatory Group's 2022 Disclosure Report. The expectations described in the ECB Guide on climate- related and environmental risks have been factored into the current SREP decision, from a qualitative standpoint, but have not led to any additional capital

Irequirements.

Corporate Sustainability Reporting Directive (CSRD)

The EU adopted the new Corporate Sustainability Reporting Directive ("CSRD") at the end of 2022. The CSRD, which significantly extends the scope of mandatory sustainability reporting as regards both the companies affected and the content required, entered into force on 5 January 2023. The companies concerned must publish short-, medium- and long-term, science-based sustainability targets and meet mandatory reporting standards that cover all three dimensions of sustainability (environment, governance) and address strategy, implementation and performance measurement. The European Financial Reporting Advisory Group ("EFRAG"), which had been tasked with developing corresponding reporting standards, submitted its draft European Sustainability Reporting Standards ("ESRS") to the Commission at the end of November. It is intended that these be finalised by the middle of 2023. The CSRD is first required to be applied by Helaba as at 31 December 2024. Plans are in place to implement it from 2023 as part of the Helaba Sustained programme.

German Act on Corporate Due Diligence in Supply Chains (LkSG)

The German Act on Corporate Due Diligence in Supply Chains (Lieferkettensorgfaltspflichtengesetz, "LkSG") came into force on 1 January 2023. The LkSG obligates the companies falling within its scope of application to respect human rights by complying with defined due diligence requirements. Helaba and certain of its subsidiaries fall within the scope of application of this act. Helaba submitted and published a human rights declaration when the act came into force and is also taking precautionary steps to avoid human rights and environmental risks. New roles will soon be created at Helaba in connection with implementation at the organisational level. These will include a human rights coordinator, who will be responsible for monitoring LkSG risk management.

Review of the quality of own funds instruments

The scope of the audit procedures conducted by the regulatory authorities as part of the Europe-wide supervisory review of the quality of banks' own funds instruments includes the capital contributions of the Federal State of Hesse that form part of Helaba's Common Equity Tier 1 capital. Helaba liaises very closely with its owners and has devised a number of different solutions that take account of the questions posed by the regulatory authorities. Helaba and its owners are confident that at the end of the process, Helaba's own funds instruments will again be found to comply with all relevant regulatory requirements.

Minimum Requirements for Risk Management ("MaRisk")

The German Federal Financial Supervisory Authority ("BaFin") launched its consultation on the seventh revision to the German Minimum Requirements for Risk Management on 26 September 2022 in consultation with Deutsche Bundesbank. BaFin plans to publish the final MaRisk by the end of May 2023. The MaRisk are being revised primarily in order to implement:

- the EBA Guidelines on loan origination and monitoring (EBA/GL/2020/06).
- the lessons learned from supervisory and auditing experience regarding the handling of real estate transactions for an institution's own account, the use of models in risk management, the completion of trading transactions from the home office, and business model analysis and specific disproportionate rules for very large development banks,
- specific additional requirements from BaFin's Guidance Notice on Dealing with Sustainability Risks and European initiatives concerning the management of ESG risks.

Helaba is analysing the changes at the date of this

		Information Memorandum.
2.8	Capital	2 509 000 000,00 EUR
		Decomposition of the capital: As mentioned on pages 101 and 183 of the 2022 Annual Report of the Helaba Group, as at 31 December 2022 the Issuer has a subscribed and fully paid capital of Euro 2,509 million. The subscribed capital of Euro 2,509 million comprises the share capital of Euro 589 million paid in by the owners in accordance with the Charter and the capital contributions of Euro 1,920 million paid by the Federal State of Hesse.
2.8.1	Amount of capital subscribed and fully paid	2 509 000 000,00 EUR
2.8.2	Amount of capital subscribed and not fully paid	0 EUR
2.9	List of main shareholders	References to the relevant pages of the annual report or reference document:
		As mentioned on pages 4 and 184 of the 2022 Annual Report of the Helaba Group, as at 31 December 2022 the share capital of the Issuer was split as follows:
		Shareholders :
		Sparkassen- und Giroverband Hessen-Thüringen (68.85 %) State of Hesse (8.10 %)
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	Not applicable
2.11	Composition of governing bodies and supervisory bodies	References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided :
		The composition of the executive board appears on page 270 and the composition of the corporate bodies appears on pages 310 to 315 of the 2022 Annual Report of the Helaba Group.
		Sven Ansorg, Deputy Member of the Supervisory Board
		Ursula Schmitt, Deputy Member of the Supervisory Board
		Jens Druyen, Deputy Member of the Supervisory Board
		Petra Barz, Deputy Member of the Supervisory Board
		Nicole Gerhold, Deputy Member of the Supervisory Board
		Hans-Jörg Heidtkamp, Deputy Member of the Supervisory Board
		Thomas Buchmayer, Deputy Member of the Supervisory Board
		Ute Opfer, Deputy Member of the Supervisory Board
		Dr. Sascha Ahnert, Member of the Supervisory Board
		Dr. Annette Beller, Member of the Supervisory Board
		Christian Blechschmidt, Member of the Board of Public

Owners Günter Högner, Member of the Supervisory Board Oliver Klink, Member of the Supervisory Board Wolfgang Schuster, Member of the Supervisory Board Dr. Heiko Wingenfeld, Member of the Supervisory Board Frank Lortz, Member of the Supervisory Board Michael Boddenberg, Second Vice-Chairman of the Supervisory Board Dr. Hartmut Schubert, Member of the Supervisory Board Dr. Birgit Roos, Member of the Supervisory Board Dr. Karl-Peter Schackmann-Fallis, Fifth Vice-Chairman of the Supervisory Board Thorsten Derlitzki, Fourth Vice-Chairman of the Supervisory Board Frank Beck, Member of the Supervisory Board Dr. Werner Henning, First Vice-Chairman of the Supervisory **Board** Reinhard Faulstich, Deputy Member of the Supervisory Board Andreas Bausewein, Deputy Member of the Supervisory Board Jürgen Schüdde, Deputy Member of the Supervisory Board Wilhelm Bechtel, Deputy Member of the Supervisory Board Martin Bayer, Deputy Member of the Supervisory Board Stefan Hastrich, Deputy Member of the Supervisory Board Hans-Georg Dorst, Member of the Supervisory Board Anita Schneider, Member of the Supervisory Board Alexander Hetjes, Deputy Member of the Supervisory Board André Schellenberg, Deputy Member of the Supervisory Board Tarek Al-Wazir, Deputy Member of the Supervisory Board Sigrid Erfurth, Deputy Member of the Supervisory Board Dr. Werner Pidde, Deputy Member of the Supervisory Board Karin-Brigitte Göbel, Member of the Supervisory Board Dr. h. c. Sven-Georg Adenauer, Deputy Member of the Supervisory Board Michael Bräuer, Deputy Member of the Supervisory Board Katja Elsner, Member of the Supervisory Board Thorsten Kiwitz, Member of the Supervisory Board

Christiane Kutil-Bleibaum, Member of the Supervisory Board Annette Langner, Member of the Supervisory Board Susanne Noll, Member of the Supervisory Board Jürgen Pilgenröther, Member of the Supervisory Board Birgit Sahliger-Rasper, Member of the Supervisory Board Thomas Sittner, Member of the Supervisory Board Claus Kaminsky, Chairman of the Board of Public Owners Michael Breuer, Vice-Chairman of the Board of Public Owners Ingo Buchholz, Vice-Chairman of the Board of Public Owners Dr. Karl-Peter Schackmann-Fallis, Vice-Chairman of the Board of Public Owners Heike Taubert, Vice-Chairwoman of the Board of Public **Owners** Michael Bott, Member of the Board of Public Owners Volker Bouffier, Member of the Board of Public Owners Guido Braun, Member of the Board of Public Owners Prof. Dr. Liane Buchholz, Member of the Board of Public Owners Martina Feldmayer, Member of the Board of Public Owners Ulrich Krebs, Member of the Board of Public Owners Thomas Müller, Member of the Board of Public Owners Stefan Reuß, Chairman of the Supervisory Board and Member of the Board of Public Owners Klaus Moßmeier, Third Vice-Chairman of the Supervisory Board Dr. Hagen Pfeiffer, Member of the Supervisory Board Frank Matiaske, Deputy Member of the Supervisory Board Annette Theil-Deininger, Deputy Member of the Supervisory Board Winfried Becker, Deputy Member of the Supervisory Board Dieter Zimmermann, Member of the Board of Public Owners Thomas Groß, Member of the Executive Board, Chief Executive and Chief Financial Officer Dr. Detlef Hosemann, Member of the Executive Board Hans-Dieter Kemler, Member of the Executive Board Frank Nickel, Member of the Executive Board Christian Rhino, Member of the Executive Board

		Christian Schmid, Member of the Executive Board
		Karolin Schriever, Fifth Vice-Chairwoman of the Supervisory Board and Vice-Chairwoman of the Board of Public Owners
		Klaus-Peter Schellhaas, Member of the Board of Public Owners
		Ulrich Krebs, Member of the Board of Public Owners
		Günther Rudolph, Member of the Supervisory Board
		Norbert Laufs, Deputy Member of the Supervisory Board
		Matthias Bergner, Deputy Member of the Supervisory
2.12	Accounting method for consolidated accounts (or failing that, for the annual	Accounting method for consolidated accounts :
	accounts)	IFRS
		Accounting method for annual accounts :
		German Commercial Code (Handelsgesetzbuch)
		German Commercial Code (Handelsgesetzbuch)
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof)	03/04/2023
	which has ruled on the last financial	
0.11	year accounts	0 0.1/0.
2.14 2.15	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	Holder(s):
		Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart,
		Office Eschborn/Frankfurt am Main, Mergenthalerallee 3-5 65760 Eschborn
2.15.2	Auditors report on the accuracy of the	The Auditor's opinions appear on:
	accounting and financial information	Page 296 of the 2022 Annual Report of the Helaba Group
		Page 136 of the 2022 Annual Financial Report of Helaba Page 290 of the 2021 Annual Report of the Helaba Group
		Page 133 of the 2021 Annual Financial Report of Helaba
2.16	Other equivalent programmes of the	The Issuer has a EUR 10 billion – Commercial Paper,
	issuer	Certificate of Deposit Programme and a USD 5 billion – Commercial Paper Programme.
		, , ,
2.17	Rating of the issuer	Moody's:
		Fitch Ratings:
2.18		<u> </u>
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the Helaba Group, the consolidated financial statements of the Helaba Group for the year ended 31 December 2022 have
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the Helaba Group, the consolidated financial statements of the
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the Helaba Group, the consolidated financial statements of the Helaba Group for the year ended 31 December 2022 have been prepared pursuant to Section 315e (1) of the German Commercial Code (Handelsgesetzbuch, "HGB") and Regulation (EC) No. 1606/2002 of the European Parliament
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the Helaba Group, the consolidated financial statements of the Helaba Group for the year ended 31 December 2022 have been prepared pursuant to Section 315e (1) of the German Commercial Code (Handelsgesetzbuch, "HGB") and Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 (IAS Regulation) in accordance with the International Financial Reporting
2.10	Additional information on the issuer	As mentioned on page 108 of the 2022 Annual Report of the Helaba Group, the consolidated financial statements of the Helaba Group for the year ended 31 December 2022 have been prepared pursuant to Section 315e (1) of the German Commercial Code (Handelsgesetzbuch, "HGB") and Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 (IAS Regulation) in accordance with the International Financial Reporting Standards (IFRSs), as published by the International
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3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4°of the French monetary and financial code and subsequent amendments

Certifica	Certification of information of the issuer LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA)		
3.1	Person(s) responsible for the information memorandum concerning the programme of LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA), NEU CP for the issuer	Mr Andreas Möller, Middle Office Clerk , LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE (HELABA)	
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of LANDESBANK HESSEN- THÜRINGEN GIROZENTRALE (HELABA), NEU CP for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information	
3.3	Date (DD/MM/YYYY), place of signature, signature	24/05/2023	

4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat in relation to the Notes eligible under the STEP Market Convention. Information as to whether the STEP label has been granted for this Programme in relation to such Notes may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability. Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 May 2015 and adopted by the European Money Markets Institute and Euribor-ACI (as amended from time to time).

APPENDICES Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request				
Appendice 1	Documents available to the shareholders annual general meeting or the equivalent ²	Annual general meeting 2023 Annual report for the financial year ended 31/12/2022 Social accounts for the financial year ended 31/12/2022 Annual general meeting 2022 Annual report for the financial year ended 31/12/2021 Social accounts for the financial year ended 31/12/2021		
Appendice 2	Annual report Year 2023	https://www.helaba.com/media/docs/int/investor-relations/publications/annual-reports/annual-reports-2022/annual-report-2022.pdf		
Appendice 3	Annual report	https://www.helaba.com/media/docs/int/investor-relations/		

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https://www.helaba.com/media/docs/int/investor-relations/publications/annual-reports/annual-reports-2021/annual-fi

Appendice 4

Appendice 5

Social accounts

Social accounts

Year 2022

Year 2023

Year 2022