

Press Release

Acquisition of DEPFA by the Hypo Real Estate Group making good progress

- **Shareholders of DEPFA have approved with a large majority**
- **Important step on the way to becoming a large-scale finance house – Leading focused provider of financing for commercial real estate and the public sector to come into being**
- **Chairman of the Supervisory Board Kurt F. Viermetz: "Convincing strategic fit of the transaction has been successfully communicated"**
- **CEO Georg Funke: "The combination of the two institutions offers excellent opportunities"**

Munich/Dublin, 24 September 2007: The envisaged acquisition of DEPFA Bank plc by Hypo Real Estate Holding AG has overcome a significant hurdle. At two general meetings of DEPFA, the scheme offer was approved by large majorities.

At the shareholders' meeting which was convened by the Irish High Court and which was responsible for accepting the scheme of arrangement which has been agreed by the companies, a majority in number of the shareholders present at the shareholders' meeting and 98.19 % of the represented share capital (necessary minimum: 75%) approved the arrangement. At the extraordinary general meeting which was held immediately afterwards and at which management of DEPFA was empowered to implement the scheme of arrangement, the transaction was approved by 93.82 % of the votes cast (necessary minimum: 75%).

The next step as part of the acquisition is a court hearing to sanction the scheme of arrangement. This hearing will probably be held on 2 October 2007 before the High Court in Dublin. Following the approval of the scheme of arrangement by the court and other subsequent steps the former shareholders of DEPFA will receive the new shares of Hypo Real Estate

Holding AG to be issued as well as the additional cash payment. DEPFAs will then be wholly owned by Hypo Real Estate Holding AG.

Kurt F. Viermetz, Chairman of the supervisory board of Hypo Real Estate Holding AG: "I am very pleased with the strong approval of DEPFAs shareholders for the offer of the Hypo Real Estate Group. It demonstrates that management – despite the current turmoil on the capital market – has succeeded in communicating the convincing strategic fit of the transaction. As a result of the acquisition of DEPFAs, the Hypo Real Estate Group is taking advantage of a historic opportunity of ensuring that the strategic growth of the group can proceed much more quickly than would be possible if only internal resources were utilised. I should like to particularly emphasize the excellent cooperation conducted in an atmosphere of mutual trust between the Management Board and the Supervisory Board in this transaction; this was a significant factor particularly in the currently difficult market conditions."

Georg Funke, CEO of Hypo Real Estate Holding AG: "The combination of the leading focused providers of financing for commercial real estate and the public sector, including infrastructure finance, offers excellent opportunities which we will utilise. The business models of both companies complement each other perfectly, and I am convinced that the sum of this transaction will be considerably more than the aggregation of the individual parts. Our opinion in this respect has been strengthened in recent weeks in many discussions held with investors, shareholders, customers and colleagues of both houses."

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