

BayernLB Holding AG (Bayerische Landesbank)

Public Section of 2022 §165(d) Tailored Resolution Plan

Public Section

a. Introduction

To promote financial stability, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and its implementing rules (collectively, the “Rule”) ¹ require, among other things, any company covered by section 165(d) to periodically submit to the Board of Governors of the Federal Reserve System (the “Federal Reserve” or the “Board”) a plan for such company’s rapid and orderly resolution in the event of material financial distress or failure (referred to as a “Resolution Plan” or “Plan”). The definition of “covered company” includes foreign banks that have at least \$250 billion in total consolidated assets, and that have a U.S. branch or agency. For a foreign-based Covered Company, the Rule stratifies the frequency and detail required of the Plan by the size and complexity of the company’s U.S. business.

BayernLB Holding AG (“BayernLB” or the “Bank”) wholly owns Bayerische Landesbank, which itself has more than \$250 billion in total consolidated assets, and operates a New York Branch (the “Branch”). Therefore, BayernLB is a “Covered Company” under the Rule. BayernLB’s U.S. business is relatively small and non-complex, so it meets the definition of “Triennial Reduced Filer,” which means that it must file a “Reduced Plan” once every three years, unless a material event triggers an interim filing.

Under the Rule, Covered Companies are required to assess their U.S. banking operations for the presence of Material Entities,² Critical Operations,³ and Core Business Lines.⁴ BayernLB determined that its U.S. operations have no Material Entities, Critical Operations, or Core Business Lines as defined in the Rule.

¹ The implementing rules are jointly issued by the Federal Reserve Board (the “Board”), codified at 12 C.F.R. Part 243, and the Federal Deposit Insurance Corporation (the “FDIC”), codified at 12 C.F.R. Part 381 (together, the “Agencies”).

² 12 CFR 243.2 *Material entity* means a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line, or is financially or operationally significant to the resolution of the covered company.

³ 12 CFR 243.2 *Critical operations* means those operations of the covered company, including associated services, functions and support, the failure or discontinuance of which, would pose a threat to the financial stability of the United States.

⁴ 12 CFR 243.2 *Core business lines* means those business lines of the covered company, including associated operations, services, functions and support, that, in the view of the covered company, upon failure would result in a material loss of revenue, profit, or franchise value.

b. Background

BayernLB is a large commercial bank that is majority-owned by the Free State of Bavaria (Freistaat Bayern). The Bank is headquartered in Munich, Germany and maintains branches, subsidiaries and representative offices in key international financial centers and economic regions. It is one of the leading commercial banks for large and mid-market commercial customers in Germany. The Bank serves retail customers in Germany mostly through its subsidiary Deutsche Kreditbank (“DKB”).

The Bank’s minority owner is the Association of Bavarian Savings Banks (Sparkassenverband Bayern).⁵ Because of this relationship, the Bank works in close cooperation with the Bavarian savings banks, offering them a wide range of products while also acting as central bank within the Association.

In the United States, BayernLB operates a federally-licensed Branch. The Branch is primarily regulated by the Office of the Comptroller of the Currency (“OCC”). Because it has the Branch, BayernLB is subject to Federal Reserve supervision as a Foreign Banking Organization under the Bank Holding Company Act of 1956, as amended. Because BayernLB’s total consolidated global assets exceed \$250 billion, it is a Covered Company under the Rule and must submit a resolution plan that covers its U.S. operations.

⁵ As of December 31, 2021, the Sparkassenverband Bayern owns one share less than 25% of BayernLB Holding AG.

c. Consolidated Financial Information

The following is BayernLB's global balance sheet as of the end of its 2021 fiscal year (*source: BayernLB 2021 Annual Report and Accounts*)

Assets

EUR million	Notes	31 Dec 2021	31 Dec 2020
Cash reserves	(7, 40)	17,542	9,342
Loans and advances to banks	(8, 41)	56,266	56,177
Loans and advances to customers	(8, 42)	158,988	152,376
Risk provisions	(9, 43)	(1,117)	(1,084)
Portfolio hedge adjustment assets	(10)	231	1,014
Assets held for trading	(11, 44)	8,880	12,110
Positive fair values from derivative financial instruments (hedge accounting)	(12, 45)	509	876
Financial investments	(13, 46)	20,085	21,881
Investment property	(14, 47)	25	28
Property, plant and equipment	(14, 48)	445	489
Intangible assets	(15, 49)	170	144
Current tax assets	(26, 50)	103	55 ¹
Deferred tax assets	(26, 50)	587	680
Non-current assets or disposal groups classified as held for sale	(16, 51)	65	26
Other assets	(17, 52)	3,775	2,113
Total assets		266,554	256,226

Rounding differences may occur in the tables.

Liabilities

EUR million	Notes	31 Dec 2021	31 Dec 2020
Liabilities to banks	(18, 53)	76,447	75,995
Liabilities to customers	(18, 54)	119,292	109,779
Securitised liabilities	(18, 55)	43,880	43,037
Liabilities held for trading	(19, 56)	8,343	9,374
Negative fair values from derivative financial instruments (hedge accounting)	(20, 57)	1,073	1,178
Provisions	(21, 58)	1,768	2,895
Current tax liabilities	(26, 59)	98	122 ¹
Liabilities of disposal groups	(22, 60)	28	6
Other liabilities	(23, 61)	627	572 ¹
Subordinated capital	(24, 62)	2,689	1,685
Equity	(63)	12,307	11,583 ¹
Equity excluding non-controlling interests		12,297	11,565 ¹
Subscribed capital		3,412	3,412
Capital surplus		2,182	2,182
Retained earnings		6,548	5,726 ¹
Revaluation surplus		78	165
Foreign currency translation reserve		2	5
Distributable profit		75	75
Non-controlling interests		11	18
Total liabilities		266,554	256,226

Rounding differences may occur in the tables.

d. U.S. Derivative and Hedging Activities

BayernLB New York Branch engages in derivative activities primarily to hedge interest rate risk associated with its banking book. It transacts a de minimis amount of interest rate swaps with existing loan customers.

e. List of Memberships in Material Payment, Clearing, and Settlement Systems

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

f. Description of Foreign Operations of the U.S. Branch

None.

g. Material Supervisory Authorities

The European Central Bank is BayernLB's primary supervisor.

The Office of the Comptroller of the Currency (OCC) supervises BayernLB New York Branch. Additionally, BayernLB is supervised as a Foreign Banking Organization by the Board of Governors of the Federal Reserve System.

h. Identities of Principal Officers

The following table sets forth the members of BayernLB's Board of Management, as of December 31, 2021:

Name	Role/Title
Stephan Winkelmeier	CEO
Johannes Anschott	Member of the Board of Management
Marcus Kramer	Member of the Board of Management
Dr. Markus Wiegelmann	Member of the Board of Management
Gero Bergmann	Member of the Board of Management

i. Corporate Governance Structure and Processes Related to Resolution Planning

Authority and responsibility for developing and maintaining the Resolution Plan rests with the Board of Management. The Board delegated the US resolution planning responsibility to the General Manager of the New York Branch. On the basis of that delegated authority, the General Manager of the Branch formed a Steering Committee, comprising senior executives within the Branch and Head Office. The Steering Committee is responsible for overseeing resolution planning to meet regulatory requirements. One member of the Steering Committee (the NY Branch Regulatory Counsel and Head of Compliance) works with representatives from key operating functions and lines of business in the Branch to maintain the plan on an ongoing basis.

The Board of Management reviewed and approved the initial filing of the Resolution Plan. Acting on the authority delegated by the Board, the General Manager and the Steering Committee reviewed and approved this updated filing for 2022.

j. Description of Material Management Information Systems

BayernLB's management information systems ("MIS") are applications that aggregate, analyze, and report financial data necessary for prudent decision making and risk management. The applications consist of third-party and in-house platform technologies and user interfaces that staff use to generate reports on both a periodic and ad-hoc basis. The key MIS at BayernLB generate numerous reports used in the normal course of business to monitor the financial health, risks, and operations of BayernLB.

The ability of BayernLB's MIS to aggregate and analyze data locally and globally is robust. BayernLB maintains detailed business continuity plans with respect to all technology platforms, including its MIS.

k. High level Description of the Resolution Strategy for the Covered Company

The resolution strategy for the Covered Company is a liquidation of the Branch. The Branch would be resolved by the OCC through a receivership pursuant to the governing provisions of the International Banking Act of 1978 and the National Banking Act. The receivership will liquidate BayernLB's U.S. assets to satisfy the claims of the Branch creditors to the fullest extent possible. Pursuant to this strategy, the plan outlines the asset sales that could occur during the resolution process. These plans include assessments as to the marketability and liquidity of the various classes of the Branch assets.