

## **INFORMATION ON SHAREHOLDERS' RIGHTS IN RELATION TO THE 139TH ORDINARY ANNUAL GENERAL MEETING ON 14 MAY 2019**

Dear shareholders,

In the following, we provide an overview of the conditions for participation and the key rights of the shareholders.

### **Record date and conditions for participating in the Annual General Meeting**

Entitlement to attend the Annual General Meeting and exercise voting and other shareholder rights at the Annual General Meeting is based on share ownership at the end of **4 May 2019, midnight CEST** (record date).

Parties are only entitled to attend the Annual General Meeting if they are shareholders as of the end of the record date and substantiate this to the Company.

Account confirmation pursuant to § 10a Joint Stock Companies Act is sufficient as proof of share ownership on the record date. The Company must receive this confirmation by **9 May 2018, midnight (CEST)** at the latest.

Account confirmations are issued by the credit institution managing the account and sent directly to the Company. Please notify your credit institution in due time prior to the record date that you wish to participate in the Annual General Meeting.

### **Account confirmation pursuant to § 10a Joint Stock Companies Act**

The account confirmation shall be issued by the credit institution managing the account which is domiciled in a member state of the European Economic Area or in a state with full membership of the OECD; it must contain the following:

- Information on the issuing party: Name/company name and address or a code in common use between credit institutions (BIC),
- Information on the shareholder: Name/company name, address, date of birth of natural persons, register and register number where appropriate in the case of legal persons,
- Information on the shares: Number of shares held by the shareholder, ISIN AT0000625108 for ordinary shares, ISIN AT0000625132 for preferred shares,
- Account number or other designation,
- Reference date to which the account confirmation applies.

Account confirmations are accepted in German or English.

Account confirmations should only be sent to the following addresses:

(i)	for receipt of the account confirmation in text form, which is sufficient according to § 19 para 3 Articles of Association:	
	By fax:	+43 732 7802 37556
	By e-mail:	<a href="mailto:hauptversammlung@oberbank.at">hauptversammlung@oberbank.at</a> (Please send account confirmations in PDF format)
(ii)	for receipt of the account confirmation in written form:	
	By post or courier:	Oberbank AG Abteilung ZSP/WV2 c/o Markus Zehethofer Untere Donaulände 28 4020 Linz
	By SWIFT	OBKLAT2L (Message Type MT598, must include ISIN AT0000625108 for ordinary shares, ISIN AT0000625132 for preferred shares, in the text)

The account confirmation serving as proof of share ownership for participation in the Annual General Meeting must apply to the end of the record date of 4 May 2019 (midnight, CEST).

The account confirmation for proof of standing as a shareholder in relation to the exercise of shareholder rights pursuant to § 109 Joint Stock Companies Act (Additions to the agenda) and § 110 Joint Stock Companies Act (Draft resolutions of shareholders) may not be older than seven days upon submission to the Company.

The account confirmation for proof of standing as a shareholder in relation to the exercise of shareholder rights pursuant to § 109 Joint Stock Companies Act (Additions to the agenda) must confirm that the applicant has continuously held the shares for at least three months prior to submission of the application.

The record date has no effect on the saleability of the share and no significance for the calculation of dividends.

### **Admission to the Annual General Meeting**

Provision of the account confirmation simultaneously serves as registration for the Annual General Meeting. Shareholders or their proxies are requested to present a valid official photo ID (driving licence, passport, identity card) at the entrance to the Annual General Meeting as proof of identity.

If you are attending the Annual General Meeting as a proxy, please also bring the authorisation in addition to the official photo ID. If the original of the authorisation has already been sent to the Company, having a copy of the authorisation will facilitate your entry.

Oberbank AG reserves the right to determine the identity of persons wishing to attend the meeting. Entry may be refused if a person's identity cannot be determined.

### **Representation by proxy pursuant to § 113 f Joint Stock Companies Act**

All shareholders who are entitled to attend the Annual General Meeting and have properly substantiated this to the Company in due time have the right to appoint a proxy who may participate in the Annual General Meeting on behalf of the shareholder and may exercise the same rights as the shareholder which they represent.

The authorisation must be granted to a specific person (natural or legal person) in written form (§ 13 para 2 Joint Stock Companies Act), whereby it is also possible to authorise several persons. Granting authorisation is possible both before and during the Annual General Meeting. Shareholders are also entitled to exercise their rights at the Annual General Meeting after having granted such authorisation. Appearance in person has the effect of revoking a previously issued authorisation.

The Company itself or a member of the Management Board or Supervisory Board may only exercise voting rights as a proxy if the shareholder has provided express instructions on the exercise of voting rights for the individual items of the agenda.

Authorisation forms and forms for revoking authorisations can be accessed on the Company's Internet site at [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung).

If the shareholder has issued an authorisation to the credit institution managing their account, it is sufficient for the institution to state that it has received said authorisation.

As a special free service for shareholders who are unable or do not wish to attend the Annual General Meeting in person, a possibility exists for representation by Dr. Michael Knap from the Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Vienna. As an independent voting proxy, Dr. Michael Knap (or a sub-proxy authorised by him) will exercise the voting right in the Annual General Meeting solely on the basis and within the limits of the instructions issued by the respective shareholder regarding the individual agenda items. Without express instructions, the authorisation shall be invalid. If an individual vote is held on an item of the agenda, the instructions issued for the agenda item also apply to each sub-point of the item. Please note that the voting proxy cannot accept any orders for comments, objections against resolutions of the

Annual General Meeting or asking questions or presenting motions. The expenses for voting proxy are borne by the Company. All other expenses, in particular bank fees for account confirmations or delivery costs shall be borne by the respective shareholder. The appointment of Dr. Michael Knap is not obligatory for shareholders wishing to authorise a proxy. A special authorisation form (in German only) is available on the Company's Internet site at [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung) for authorising Dr. Michael Knap. If you desire to authorise Dr. Michael Knap, please send a copy of the authorisation by mail, fax or e-mail to IVA Interessensverband für Anleger. Moreover, shareholders may contact Dr. Michael Knap directly by telephone at: +43 (0) 664 213 8740, by fax at: +43 (0)1 8763343-39, or by e-mail at: [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)

Authorisations must be received by the Company by Monday, **13 May 2019 3:00 pm** (CEST), at one of the following addresses only:

By post or courier: Oberbank AG  
Abteilung Sekretariat & Kommunikation  
c/o Mag. Gerald Straka  
Untere Donaulände 28  
4020 Linz

By fax: +43 732 7802-37556

By e-mail: [hauptversammlung@oberbank.at](mailto:hauptversammlung@oberbank.at) whereby the authorisation must be attached to the e-mail, for example as a PDF.

On the date of the Annual General Meeting, exclusively:

In person: before and during the Annual General Meeting  
At the venue

The company will store the authorisation.

The above regulations on the issuance of authorisations apply accordingly to the revocation of authorisations.

### **Additions to the agenda pursuant to § 109 Joint Stock Companies Act**

Shareholders whose total holdings amount to 5% of the share capital and have owned these shares for at least three months prior to submission of the application may request in writing that **additional items be added to the agenda** of this Annual General Meeting and announced, if such request is received in writing by mail or courier by **23 April 2019** (midnight, CEST) at the latest at the following address only:

Oberbank AG  
Abteilung Sekretariat & Kommunikation  
c/o Mag. Andreas Pachinger  
Untere Donaulände 28  
4020 Linz

Any item of the agenda requested in this manner must be accompanied by a draft resolution together with an explanation. Standing as a shareholder must be proven by the presentation of an account confirmation pursuant to § 10a Joint Stock Companies Act, in which it is stated that the shareholder submitting the application has owned the shares for at least three months prior to submission of the application; said confirmation may not be dated more than seven days prior to its submission to the Company. In the case of several shareholders, who only jointly reach the required threshold of 5% of the share capital, the account confirmation must pertain to the same point in time (date, time) for all of the shareholders involved.

### **Draft resolutions of shareholders pursuant to § 110 Joint Stock Companies Act**

Shareholders whose total holdings amount to 1% of the share capital may submit written **proposals for resolutions** on any agenda item and request that these proposals be made available together with the name of the shareholders involved, the accompanying explanation and any relevant statement by the Management Board or Supervisory Board on the Company's Internet site entered in the Commercial Register, if such request is received by the Company no later than **3 May 2019** (midnight, CEST) either

by post or courier: Oberbank AG  
Abteilung Sekretariat & Kommunikation  
c/o Mag. Andreas Pachinger  
Untere Donaulände 28  
4020 Linz

by fax: +43 732 7802-37556

by e-mail: [hauptversammlung@oberbank.at](mailto:hauptversammlung@oberbank.at) whereby the authorisation must be attached to the e-mail, for example as a PDF.

For proposals on the election of a Supervisory Board member, a declaration by the proposed candidate pursuant to § 87 para 2 of the Joint Stock Companies Act shall be provided instead of an explanation.

Standing as a shareholder must be proven by the presentation of an account confirmation pursuant to § 10a Joint Stock Companies Act, which may not be dated more than seven days prior to its submission to the Company. In the case of several shareholders, who only jointly reach the required threshold of 1% of the share capital, the account confirmation must pertain to the same point in time (date, time) for all of the shareholders involved.

Information pursuant to § 110 para 2 sent 2 in conjunction with § 86 para 7 and 9 Joint Stock Companies Act:

On item 5 of the agenda. The company offers the following information regarding the “Election to the Supervisory Board” and the possible proposal of corresponding nominations by stockholders pursuant to § 110 Joint Stock Companies Act:

The Supervisory Board of Oberbank AG currently has twelve members elected by the Annual General Meeting (capital representatives) and six members elected by the Works Council pursuant to § 110 Austrian Collective Labour Relations Act (ArbVG). Of the capital representatives, nine are men and three are women; of the labour representatives two are men and four are women.

Oberbank AG falls under the scope of § 86 para 7 Joint Stock Companies Act and must take into consideration the minimum ratios pursuant to § 86 para 7 Joint Stock Companies Act.

An objection pursuant to § 86 para 9 Joint Stock Companies Act was raised neither by the majority of the capital representatives nor by that of the labour representatives, and accordingly there is no need for separate compliance with the ratios, as the minimum ratios will be met jointly pursuant to § 86 Abs 7 AktG.

At the end of the upcoming Annual General Meeting one woman and two men will be exiting the Supervisory Board as capital representatives. Accordingly, at the upcoming Annual General Meeting three members are to be elected so that the previous total of twelve members elected by the Annual General Meeting can be restored.

If, in relation to item 5 of the agenda “Elections to the Supervisory Board” there is no increase or decrease in the number of members within the framework of the Articles of Association and pursuant to § 86 para 1 Joint Stock Companies Act, notice should be taken in relation to the submission of election proposals by shareholders that there should be at least five female members of the Supervisory Board in the event that the election proposal is approved.

**Notes on right to information to § 118 Joint Stock Companies Act**

Upon request, at the Annual General Meeting every shareholder shall be provided with information regarding the Company’s affairs to the extent that this is necessary for the objective judgement of an item on the agenda.

The obligation to provide information shall also cover the Company’s legal and business relations with a subsidiary as well as the Group’s situation and the companies included in the consolidated financial statements.

The information must comply the principles of scrupulous, accurate accountability.

Information may be refused, if

- 1). based on the principle of prudence, it might result in a significant disadvantage for the Company or a subsidiary; or
2. if the provision of such information would constitute a violation of law.

All shareholders who attend the Annual General Meeting are entitled to information. The right to information applies not only to shareholders themselves, but also to their legal representatives or proxies.

In the interests of time management at the meeting, questions for which more time is required to prepare the answer should be submitted to the Management Board in writing in due time at the address Oberbank AG, Abteilung Sekretariat & Kommunikation, c/o Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz, by fax at +43 732 /7802/375 56 or by e-mail at [hauptversammlung@oberbank.at](mailto:hauptversammlung@oberbank.at).

#### **Information on shareholders' right to present motions at the Annual General Meeting pursuant to § 119 Joint Stock Companies Act**

Regardless of the ratio of share ownership, all shareholders are entitled to present a motion on any item on the agenda. A pre-condition for this is proper, timely proof of entitlement to participate. If several motions are presented on a single item on the agenda, the order of voting on such shall be determined by the Chairperson pursuant to § 119 para 3 Joint Stock Companies Act.

Voting on a draft resolution which was announced pursuant to § 110 para 1 Joint Stock Companies Act may only occur if it is repeated as a motion at the Annual General Meeting.

Please carefully note the following: For the election of members of the Supervisory Board (item 5 of the agenda), shareholders may only propose a candidate if they jointly hold at least 1% of the share capital. Such proposals for candidates must be received by the Company no later than 3 May 2019 in the manner specified above under "Draft resolutions of shareholders pursuant to § 110 Joint Stock Companies Act". Proposals for candidates must include the declaration pursuant to § 87 para 2 Joint Stock Companies Act by the proposed candidate in respect of their professional qualifications, their professional or comparable activities and on any circumstances which could arouse suspicion of partiality. In the absence of such, the shareholder motion on the election of the Supervisory Board member may not be taken into consideration in the voting. With regard to information pursuant to § 110 para 2 sent 2 in conjunction with § 86 para 7 and 9 Joint Stock Companies Act, please see the relevant explanations. Shareholders may present motions on any other item of the agenda at the Annual General Meeting, which do not require previous announcement.