

Proposed Resolutions

for the 138th Annual General Meeting

on Tuesday, 15 May 2018 at 10.00 a.m.

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. Presentation of the established annual financial statements and the management report for the 2017 financial year with the report of the Supervisory Board and the corporate governance report; presentation of the consolidated financial statements and the group management report for the 2017 financial year.

The aforementioned documents are available on the Internet for perusal under www.oberbank.at/hauptversammlung

The passing of a resolution regarding this item on the agenda is unnecessary.

2. Passing of a resolution concerning the use of the net income for the 2016 financial year.

“The Management Board and the Supervisory Board propose that from the net income of EUR 31,948,953.03 reported in the annual financial statements as at 31 December 2017, a dividend of EUR 0.90 per dividend bearing share be distributed and the remainder be carried forward to new account.”

“In addition, the Management Board and the Supervisory Board propose that 24 May 2018 be established as the dividend payment date.”

3. Passing of a resolution regarding the granting of discharge to the members of the Management Board for the 2017 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2017 financial year be granted to all the members of the Management Board.”

4. Passing of a resolution regarding the granting of discharge to the members of the Supervisory Board for the 2017 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2017 financial year be granted to all the members of the Supervisory Board.”

5. Election to the Supervisory Board

In accordance with § 11 Para. 2 of the articles, with the ending of the Annual General Meeting every year at least one-fifth of the members of the Supervisory Board elected by the AGM shall stand down. Should the number of members not be divisible by five, then the next higher number that is divisible by five shall be adopted as underlying. As

at the closing date of 31 December 2017, the Supervisory Board consisted of twelve members elected by the AGM and therefore at least three members must stand down.

At the end of the Annual General Meeting, this year:

- Dr. Herbert Walterskirchen
is to withdraw*

In addition, through the drawing of lots:

- Mr. Alfred Leu*
 - Dr. Martin Zahlbruckner*
- will also step down.*

Following the 137th Annual General Meeting held on 16 May 2017, the Supervisory Board consisted of twelve members elected by the AGM and six members delegated by the Staff Council. Therefore, three members are to be elected by the AGM in order that this number be restored.

“Accordingly, the Supervisory Board proposes that

- Mr. Alfred Leu*
- Dr. Martin Zahlbruckner*

be re-elected for the maximum period permitted under the articles, which is until the end of the Annual General Meeting determining the granting of discharge for the 2022 financial year

and that

- Mag. Dr. Stephan Koren*

be newly elected for the residual term of the withdrawing Supervisory Board member Dr. Herbert Walterskirchen and thus until the end of the Annual General Meeting determining the granting of discharge for the 2020 financial year. Furthermore, that the election to the Supervisory Board of the company take place singly and in separate votes in accordance with the above listing.”

Pursuant to § 87 (2) of the Austrian Stock Corporation Act and §41 (4) Clause 3 of the Austrian Banking Act, each of the proposed candidates has provided a declaration, which together with detailed curriculum vitae is available on the Internet pages of the company at www.oberbank.at/hauptversammlung

During the election of members of the Supervisory Board, the AGM must take into account the criteria established in § 87 (2) of the Austrian Stock Corporation Act, especially with regard to the specialist and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, the diversity aspects relating to the representation of both genders, the age structure and internationality of the members, and their professional reliability. The stipulations contained in § 87 (2a) of the Austrian Stock Corporation Act are accounted for in the Oberbank AG Supervisory Board.

At present, the Oberbank AG Supervisory Board consists of twelve members elected by the Annual General Meeting and six representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the twelve capital representatives three are women and nine are men and of the employee representatives, three are women and three are men. Therefore, the Supervisory Board is comprised of six women and the twelve men and thus meets the minimum percentage requirement pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act.

No objection in accordance with § 86 Para. 9 of the Austrian Stock Corporation Act was raised by either the majority of the capital representatives, or that of the staff representatives. Therefore, compliance of the minimum percentage requirement is not separate but overall pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act.

6. Selection of the bank auditors for the 2018 financial year

The bank auditors for the 2019 financial year are to be newly selected. Pursuant to §92 Para. 4a of the Austrian Stock Corporation Act, the audit committee of the Supervisory Board has made a proposal regarding the selection of the auditors and reported on this suggestion to the Supervisory Board at its meeting on 20 March 2018.

“Therefore, the Oberbank Supervisory Board proposes that KPMG Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz be appointed as the auditors of the financial statements and the bank with regard to the individual and consolidated financial statements for the 2019 financial year.”

7. Passing of a resolution concerning:

The revocation of the authorisation of the Management Board granted by the 136th Annual General Meeting of 18 May 2016, pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act, for the purchase of own shares of an idle amount subject to the simultaneous authorisation of the Management Board to purchase own shares amounting to up to 5 per cent of share capital for the purpose of a purchase offer to employees, managerial personnel and members of the Management and Supervisory Boards of the company, or an associate, during a period of 30 months

from the date of the passing of the resolution by the 138th Annual General Meeting pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

- a) *“ The revocation of the authorisation of the Management Board granted for a period of thirty months by the 136th Annual General Meeting of 18 May 2016, to purchase own shares pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act of an idle amount.”*
- b) *Authorisation of the Oberbank AG pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act to purchase own shares amounting to up to 5 per cent of share capital for the purpose of a offer to employees, managerial personnel and members of the Management and Supervisory Boards of the company, or an associate, for a period of 30 months from the date of the passing of the resolution by the 138th Annual General Meeting pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act.”*

The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price for Oberbank shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.

This authorisation shall be valid for a period of 30 months following the date of the passing of the apposite resolution by the Annual General Meeting and shall thus terminate on 14 November 2020.”

8. The passing of a resolution concerning

The revocation of the authorisation of the Management Board granted by the 136th Annual General Meeting of 18 May 2016, pursuant to §65 Para.1 Clause 7 of the Austrian Stock Corporation Act, for the purchase of own shares of an idle amount subject to the simultaneous authorisation of the Management Board to purchase own shares amounting to up to 5 per cent of share capital during a period of 30 months from the date of the passing of the resolution by the 138th Annual General Meeting pursuant to §65 Para.1 Clause 7 of the Austrian Stock Corporation Act.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

- a) *“ The revocation of the authorisation of the Management Board granted for a period of thirty months by the 136th Annual General Meeting of 18 May 2016, to purchase own*

shares pursuant to § 65 Para.1 Clause 7 of the Austrian Stock Corporation Act of an idle amount.”

- a) *“The authorisation of the Oberbank AG, pursuant to §65 Para.1 Clause 7 of the Austrian Stock Corporation Act, to purchase own shares for the purpose of securities trading subject to the proviso that the trading portfolio of the shares purchased to this end not exceed a pro rata amount of 5 per cent of share capital at the end of each day.”*

The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price for Oberbank shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.

This authorisation shall be valid for a period of 30 months from the date of the passing of the apposite resolution by the 138th Annual General Meeting and shall thus terminate on 14 November 2020.”

9. The passing of a resolution concerning

The revocation of the authorisation of the Management Board granted by the 136th Annual General Meeting of 18 May 2016, pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act, for the neutral purpose purchase of own shares of an idle amount subject to the simultaneous authorisation of the Management Board to purchase own shares amounting to up to 10 per cent of share capital during a period of 30 months from the date of the passing of the resolution by the 138th Annual General Meeting pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

- a) *“The revocation of the authorisation of the Management Board granted for a period of thirty months by the 136th Annual General Meeting of 18 May 2016, pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act, the purchase of own shares of an idle amount.”*
- b) *“The authorisation of the Oberbank AG to purchase own shares pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act. Trading in own shares for commercial purposes is expressly excluded. The amount of shares purchased may not exceed 10 per cent of share capital. The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price for Oberbank shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.*

By reason of this resolution, the Management Board shall be empowered to resell purchased own shares. The Management Board shall be obliged to make public the respective buy-back programme, its duration and any reselling programme immediately prior to initiation in line with the regulations contained in the Austrian Stock Corporation Act. Any buy-back or possible reselling programme must correspond with the principle of the uniform treatment of stockholders pursuant to §47a of the Austrian Stock Corporation Act. In combination with other shares that the company has already bought and still holds, the percentage of share capital linked to the purchase of own shares by the company in accordance with §65 Para.1 Clauses 1, 4, 7 and 8 of the Austrian Stock Corporation Act may not exceed 10 from 100 of share capital. This authorisation shall be valid until 14 November 2020.”

10. Resolution regarding the supplementation of § 4 of the articles – issuance of hard core capital instruments purs. § 26a of the Austrian Banking Act (instruments without voting rights).

The Management Board and the Supervisory Board propose that the article in §4 be supplemented with a new paragraph (4) that reads as follows:

“(4) The Annual General Meeting may agree the issue of instruments without voting rights in accordance with § 26a of the Austrian Banking Act. The conditions, rights and obligations linked to these instruments, as well the amount of the dividend entitlement, are also the object of this resolution.”

11. Resolution regarding the amendment of § 11 (1) of the articles (Supervisory Board).

The Management Board and the Supervisory Board propose that the article in §11 Para.1 be amended to read as follows:

“(1) The Supervisory Board consists of a minimum of three and a maximum of fifteen members. They are elected for the period up to the end of the Annual General Meeting, which approves discharge for the fourth financial year after the election, excluding the financial year in which voting takes place.