

Oberbank AG
Linz
FN 79063 w
ISIN AT0000625132 (preferred shares)

**Convocation of the Separate Meeting of Oberbank AG Preferred Stockholders
at 9:00 a.m. on Tuesday, 9 June 2020
at Stadtforum 1, 6020 Innsbruck**

The convocation of the Separate Meeting of Preferred Stockholders results from a written request on the part of the stockholders UniCredit Bank Austria AG, FN 150714 p, and CABO Beteiligungsgesellschaft m.b.H., FN 230033 i, from 29 April 2020.

I. HOLDING AS A VIRTUAL MEETING WITHOUT THE PHYSICAL PRESENCE OF THE PREFERRED STOCKHOLDERS

1. COVID-19 corporate law statute (COVID-19-GesV)

In order to protect the preferred stockholders and other participants, the Management Board has decided to implement the new legal regulation regarding a virtual Separate Meeting of Preferred Stockholders.

Therefore, in accordance with the COVID-19-GesV (Federal Law Gazette II No. 140/2020), the Separate Meeting of Oberbank AG Preferred Stockholders on 9 June 2020 will be held as a “virtual meeting”.

This means that the preferred stockholders cannot be physically present at the Separate Meeting of Oberbank AG Preferred Stockholders on 9 June 2020.

The holding of the Separate Meeting of Preferred Stockholders in virtual form according to the stipulations contained in the COVID-19-GesV statute results in modifications to both the Separate Meeting of Preferred Stockholders’ procedure and the exercise of the rights of preferred stockholders.

The exercise of voting rights and the rights to submit motions and raise objections shall take place solely via the allocation of a proxy and instructions to one of the independent, special voting right representatives suggested by the company.

The four special voting right representatives will be named in the information regarding the organisational and technical prerequisites for participation pursuant to § 3 Para 3 in conjunction with § 2 Para 4 COVID-19-GesV (“**participation information**”), which at the latest will be available on the company website under www.oberbank.at/hauptversammlung on 19 May 2020.

Preferred stockholders may also exercise the right to information in person during the virtual meeting by means of electronic communications in exclusively written form sent solely via e-mail directly to the e-mail address fragen.vorzughv.oberbank@hauptversammlung.at.

We also wish to make explicit reference to the fact that at this Separate Meeting of Preferred Stockholders, ordinary stockholders are not permitted to exercise any rights, which means neither the right to vote, move motions, raise objections to the agenda, nor to obtain information.

2. Transmission of the Separate Meeting of Preferred Stockholders via the Internet
Pursuant to § 3 Para 4 COVID-19-GesV in conjunction with § 102 Para 4 of the Stock Corporation Act, the Separate Meeting of Preferred Stockholders will be transmitted in real time and its entirety on the Internet.

All of the company's preferred stockholders can follow the Separate Meeting of Preferred Stockholders on the Internet under www.oberbank.at/vz-versammlung-livestream from **9.00 a.m. onwards on 9 June 2020**.

As a result of the Internet transmission of the Separate Meeting of Preferred Stockholders, via this acoustic and optical one-way link all preferred stockholders that so choose have the possibility to follow in real time the proceedings at the Separate Meeting of Preferred Stockholders, the presentations of the Management Board and the answering of stockholder questions.

The live transmission does not permit remote participation (§ 102 Para 3 Clause 2 Stock Corporation Act) or remote voting (§ 102 Para 3 Clause 3 and § 126 Stock Corporation Act).

Furthermore, attention is drawn to the participation information.

We would request that this year preferred stockholders take special note of this information, which will also explain the procedure of the Separate Meeting of Preferred Stockholders.

II. AGENDA

1. Passing of a resolution regarding an amendment to § 4 Para. 1 of the articles to the effect that all existing preferred shares be converted into ordinary shares through the annulment of the preference pursuant to § 129 Stock Corporation Act.

III. DOCUMENTATION FOR THE SEPARATE MEETING OF PREFERRED STOCKHOLDERS; PROVISION OF INFORMATION ON THE INTERNET WEBSITE

In particular, from 19 May 2020 at the latest, the following documents will be available for perusal on the company Internet website entered in the company register under www.oberbank.at/hauptversammlung:

- Convocation request of the shareholders UniCredit Bank Austria AG and CABO Beteiligungsgesellschaft m.b.H.,
- Forms for the allocation of a proxy to the special voting right representatives pursuant to §3 Para 4 COVID-19-GesV,
- Form for the revocation of a proxy,

- Question form,
- Complete text of this convocation report and
- Information regarding the organisational and technical prerequisites for participation pursuant to §3 Para 3 in conjunction with §2 Para 4 COVID-19-GesV (“**participation information**”).

IV. RECORD DAY AND PARTICIPATION ENTITLEMENT

The entitlement to participate in the virtual meeting and to exercise voting and the other rights of preferred stockholders, which are to be asserted in the course of this virtual meeting in accordance with the stipulations contained in COVID-19-GesV, is based on share ownership at the end of **30 May 2020** (record day).

Persons shall only be entitled to participate in the virtual meeting pursuant to the stipulations contained in COVID-19-GesV when on this date they are preferred stockholders and have proven this to the company.

As proof of share ownership on the record date, at the latest an account confirmation in accordance with § 10a of the Stock Corporation Act must be received by the company by **4 June 2020** (midnight, CEST) solely at one of the subsequent addresses using one of the following means of communication:

(i)	For the provision of the account confirmation in text form, which pursuant to § 19 Para 3 satisfies the articles: Per telefax: +43 (1) 8900 500-61 Per e-mail anmeldung.oberbank@hauptversammlung.at (please send the account confirmation in PDF format)
(ii)	For the provision of the account confirmation in written form Per post or courier Oberbank AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen am Wechsel Per SWIFT OBKLAT2L (Message Type MT598, for preferred shares the code ISIN AT0000625132 must be stated in the text)

Preferred stockholders are requested to contact the financial institute managing their account in order to initiate the issue and transfer of an account confirmation. The record day has no effect upon the saleability of shares and is irrelevant for the dividend calculation.

Account confirmation pursuant to § 10a Austrian Stock Corporation Act

The account confirmation is to be issued by the financial institute managing the account with offices in a member state of the European Economic Area or in a state with full membership of the OECD. The confirmation shall contain the following:

- Information concerning the issuer: name/company and address or a standard code employed during transactions between financial institutions (BIC),

- Information regarding the preferred stockholder: name/company, address, date of birth of natural personages, register and register number where appropriate in the case of legal personages,
- Information concerning the shares: number of shares of the preferred stockholder, ISIN AT0000625132,
- Account number or another designation,
- Date to which the account confirmation relates.

The account confirmation as proof of ownership and hence participation in the Separate Meeting of Preferred Stockholders must relate to the end of the record day, i.e. **30 May 2020** (midnight, CEST).

Account confirmations in the German or English language will be accepted.

V. EMPOWERMENT OF A SPECIAL VOTING RIGHT REPRESENTATIVE AND THE RELATED PROCEDURE TO BE FOLLOWED

Every preferred stockholder that has an entitlement to participate in the Separate Meeting of Preferred Stockholders and has proven this to the company in accordance with the stipulations contained in Item IV of this convocation has the right to empower a special voting right representative.

Pursuant to § 3 Para 4 COVID-19-GesV, the submission of a motion, voting and the raising of an objection during the this virtual Oberbank AG meeting on 9 June 2020 can only be made through a special voting right representative.

The special voting right representatives will be named in the participation information. Every preferred stockholder may select one of the four personages named in the participation information as a special voting right representative and allocate this person a proxy.

As from 19 May 2020 at the latest, a separate form for the allocation of a proxy to the special voting right representative will be available on the company website under www.oberbank.at/hauptversammlung, the use of which is obligatory.

The rules contained in the participation information regarding the allocation of a proxy, the related prescribed communication possibilities and deadlines are to be observed.

A personal handover of the proxy at the meeting venue is explicitly excluded.

VI. INFORMATION REGARDING THE RIGHTS OF PREFERRED STOCKHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Additions to the agenda by preferred stockholders pursuant to § 109 Stock Corporation Act

Preferred stockholders, who have held combined interests amounting to 5 per cent of share capital for at least three months prior to making a request, shall be entitled to make a written proposal that **supplementary items be added to the agenda** of this Separate Meeting of Preferred Stockholders and made public if at the latest, this request is received by the company in written form by post or courier on **21 May 2020** (midnight, CEST) solely at the address: Oberbank AG, Secretariat & Communications Department,

Mag. Andreas Pachinger pers., Untere Donaulände 28, 4020 Linz. Every agenda item thus requested shall be accompanied by a resolution proposal including the related reasons.

Pursuant to § 10a of the Stock Corporation Act, the proposer shall provide proof of preferred stock ownership by means of an account confirmation, which on the date of presentation to the company is not older than seven days and affirms uninterrupted ownership of the shares for a minimum of three months prior to the placing of the request. In the case of several preferred stockholders, who only achieve the required 5 per cent of share capital in combination, the account confirmations must refer to the same date (day, time). With regard to the other account confirmation requirements, reference should be made to the information regarding the entitlement to participate (Item IV).

2. Proposed agenda resolutions from preferred stockholders pursuant §110 Stock Corporation Act

Preferred stockholders, whose interests amount to 1 per cent of share capital, shall be entitled to make **proposals regarding resolutions** relating to any item on the agenda and request that these be made accessible on the Internet website of the company as entered in the company register together with the names of the proposing preferred stockholders, the justification and any statement on the part of the Management or Supervisory Boards, if at the latest such requests are received by the company in written form on **28 May 2020** (midnight, CEST) either by telefax an +43 732 7802 37556 or by post or courier to Oberbank AG, Secretariat & Communications Department, Mag. Andreas Pachinger pers., Untere Donaulände 28, 4020 Linz, or via e-mail to andreas.pachinger@oberbank.at, whereby the request shall be added in written form, for example as a PDF.

In accordance with § 10a Stock Corporation Act, proof of preferred share ownership shall be proven by the presentation of an account confirmation that may not be more than seven days old. In the case of several preferred stockholders, who only jointly hold the required 1 per cent of share capital, the account confirmations for all preferred stockholders must be received at the same point in time (day, time). As far as the other requirements regarding an account confirmation are concerned, attention is drawn to the information relating to an entitlement to participation (Item IV).

3. Preferred stockholders' right to information pursuant to § 118 Austrian Stock Corporation Act

At the Separate Meeting of Preferred Stockholders, upon request every preferred stockholder is to be provided with information regarding company affairs to the extent that this is necessary for the proficient judgement of an item on the agenda. The right to information also extends to the legal relationship of the company to an affiliate, as well as the status of the group and the companies contained in the consolidated financial statements.

Information may be withheld, when according to reasonable entrepreneurial judgement, its provision is seen as being suitable to cause the company or an affiliate considerable disadvantage, or its provision would represent a criminal offence.

Preferred stockholders are requested to already send all questions in written form in advance by e-mail to the address fragen.vorzughv.oberbank@hauptversammlung.at and in such good time that they are received by the company on 4 June 2020 at the latest. This

will allow the Management Board to complete the most precise preparations possible and hence a rapid response to the questions asked.

Please use the question form, which at the latest will be available on the company homepage under www.oberbank.at/hauptversammlung.

However, attention is expressly drawn to the fact the right to information pursuant to § 118 Stock Corporation Act can only be exercised by preferred stockholders in person during the Separate Meeting of Preferred Stockholders through the direct communication via e-mail of questions to the company address fragen.vorzughv.oberbank@hauptversammlung.at.

Please note, that in the course of the Separate Meeting of Preferred Stockholders the chair can impose reasonable time limits in this connection.

Precise information and the modalities with respect to the right to information of preferred shareholders pursuant to § 118 Stock Corporation Act are determined in the participation information.

4. Preferred stockholder motions at the Separate Meeting of Preferred Stockholders pursuant to §119 Austrian Stock Corporation Act

Irrespective of the holding of a certain percentage of shares, every preferred stockholder shall be entitled to move a motion regarding any of the items on the agenda of the Separate Meeting of Preferred Stockholders through a special voting right representative. The prerequisite for submitting a motion is proof of entitlement to attend the Separate Meeting of Preferred Stockholders in line with its convocation and the allocation of an appropriate proxy to the special voting rights representatives in accordance with Item V of this convocation report.

Precise information and the modalities with respect to the right of shareholders to raise motions pursuant to §119 Stock Corporation Act are determined in the participant information.

5. Information regarding the protection of stockholder data

Oberbank AG processes **personal data** of the preferred stockholders (in particular that pursuant to § 10a Para. 2 Stock Corporation Act, which consists of name, address, date of birth, number of the securities account, number of shares owned by the preferred stockholder, possible share category, voting card number and where applicable, the name and date of birth of the proxy) on the basis of current data protection statutes and especially the European **General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable preferred stockholders to exercise their rights during the Separate Meeting of Preferred Stockholders.

According to the Stock Corporation Act, the preparation of the personal data of preferred stockholders is essential for their participation, or that of their proxies, in the Separate Meeting of Preferred Stockholders. The legal basis for processing is thus provided by **Article 6 (1) c) GDPR**.

Oberbank AG is the **body responsible** for processing. For the purpose of the direction of the Separate Meeting of Preferred Stockholders, Oberbank AG employs **external service companies** such as notarial and legal practices, banks and IT suppliers. These only receive that personal data from Oberbank AG, which is necessary for the provision of the commissioned service and process this subject to Oberbank AG instructions. Where

legally required, Oberbank AG has concluded **data protection law agreements** with these service companies.

Should a preferred stockholder participate in the Separate Meeting of Preferred Stockholders, the special voting right representatives, the members of the Management and Supervisory Boards, the notary and all other persons with a legal right to participation may view the legally prescribed **list of participants** (§ 117 Stock Corporation Act) and hence the personal data contained therein (e.g. name, address, investment ratio). In addition, Oberbank AG is legally obliged to submit personal preferred shareholder data (in particular the list of participants) as part of the notarial protocol to the **company register** (§ 120 Stock Corporation Act)

Preferred stockholder data will be anonymised or erased as soon as the purpose for which it was gathered or processed is no longer necessary and to the extent that other legal obligations do not require further archiving. **Evidential and safekeeping obligations** derive in particular from company, share and takeover statutes, fiscal and tax legislation, and money laundering regulations. Where preferred stockholders invoke claims against Oberbank AG, or vice versa, the storage of personal data serves the **clarification and assertion of claims** in individual cases. In connection with civil court cases, such data archiving may last for the duration of the limitation period plus that of the legal proceedings until the delivery of the final verdict.

Every preferred stockholder has **information, rectification, limitation, contradiction and erasure rights** at all times with regard to the processing of personal data, as well as a **right to data transfer** pursuant to Section III of the GDPR. These rights can be asserted against Oberbank AG free of charge via the e-mail address datenschutz@oberbank.at, or using the following contact data: Oberbank AG, Data Protection Officer, Untere Donaulände 28, 4020 Linz.

Furthermore, preferred stockholders have a **right of complaint** to the **Data Protection Supervisory Authority** pursuant to Article 77 GDPR.

Additional information regarding data protection can be found on the Internet website of Oberbank AG www.oberbank.at.

VII. ADDITIONAL INFORMATION AND INSTRUCTIONS

Total number of shares and voting rights

At the date of the convocation of the Separate Meeting of Preferred Stockholders, company share capital totalled EUR 105,921,900 divided into 32,307,300 ordinary and 3,000,000 preferred shares without a voting right. At the Separate Meeting of Preferred Stockholders only preferred shares possess a voting right entitlement, whereby each preferred share carries one vote. At the date of the convocation of the Separate Meeting of Preferred Stockholders, the company held 60.749 preferred shares as own shares. No rights, including voting rights, are attached to these shares. 24 preferred shares are declared null and void in accordance with § 67 and § 262 Para 29 of the Stock Corporation Act.

Accordingly, at the date of the calling of the Separate Meeting of Preferred Stockholders, (preferred shares) bearing voting rights totalled 2,939,227.

No physical presence

We wish to again make explicit reference to the fact that at the upcoming Separate Meeting of Preferred Stockholders neither preferred stockholders, nor guests may come to the venue of the meeting.

Linz, in May 2020

The Management Board