

IVA - PROXY
for the Extraordinary General Meeting
of Oberbank AG
on Tuesday, 4 February 2020

I/We,
(Issuer:¹ first name, family name / company)

.....
(In the case of natural personages: date of birth / in the case of legal personages: register and register number)

.....
(Address: post code, place, street, number)

.....
(Contact possibility: e-mail address and/or telephone number for enquiries)

as (an) Oberbank AG stockholder/s¹ herewith authorise

Mag. Dr. Wilhelm Rasinger,
b. 4.3.1948
President of the IVA - Interessenverband für Anleger
Feldmühlgasse 22, A-1130 Vienna,

to represent me/us at the Extraordinary General Meeting of Oberbank AG (FN 79063w; ISIN: AT0000625108), on Tuesday, 4 February 2020 at 10.00 a.m. in the Oberbank Donau-Forum, Untere Donaulände 28, 4020 Linz, and to exercise the voting right for me/us.

This proxy relates to of my/our ordinary shares, (should you leave this space empty, the proxy shall apply automatically to all the ordinary shares for which the financial institute managing the related account will provide a confirmation on the record date.)

which are ,
(Name of the financial institute managing the account, together with the bank code or BIC)

deposited in the account bearing the number
(Account number)

¹ If you issue this proxy not as a stockholder, but as the representative of a stockholder, please enclose proof of your authorisation as a representative (a proxy drawn up by the stockholder, a court appointment decree, etc.)

At the same time, I/we commission Mag. Dr. Wilhelm Rasinger to exercise my/our voting right as follows:

		YES	NO	Abstention
TOP 1	Resolution regarding the completion of a special audit	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 2	Resolution regarding the termination of the arbitration proceedings between the Generali 3Banken Holding AG and the Oberbank, as well as the forbearance of enforceable measures on the basis of an award derived from these arbitration proceedings.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 3	Minority request pursuant to § 134 Para 1 Clause 2 Stock Corporation Act for the assertion of a claim of the Oberbank against the Management Board of the Oberbank.	No resolution required		
TOP 4	Minority request pursuant to § 134 Para 1 Clause 2 Stock Corporation Act for the assertion of a claim of the Oberbank against the stockholder G3B.			
TOP 5	Reduction in the number of capital representatives on the Supervisory Board from the 11 to date to 10 in the future at the end of the General Meeting that will decide upon the discharge of the members of the Management and Supervisory Boards for the 2019 financial year.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

The instructions regarding the agenda items 1 and 2 relate to proposed resolutions, which are to be found in the convocation request of the UniCredit Bank Austria AG and CABO Beteiligungsgesellschaft m.b.H. stockholders pursuant to § 105 Para. 3 Stock Corporation Act and have been published on the Internet website of the company under www.oberbank.at/hauptversammlung.

The instructions regarding the agenda item 5 relate to the proposed resolution of the Bank für Tirol und Vorarlberg Aktiengesellschaft stockholder pursuant to § 109 Stock Corporation Act, which has been published on the Internet website of the company under www.oberbank.at/hauptversammlung

Should I/we (also regarding individual agenda items) issue no instruction(s), this proxy shall be invalid. If unclear instructions have been issued regarding one of several proposed resolutions (e.g. a simultaneous YES and NO to the same resolution proposal), the proxy will abstain from voting on the proposed resolution.

Should individual voting take place regarding an agenda item, an instruction for each single sub-item or the voting procedure shall apply.

In the case of additional agenda items, or altered resolution proposals that are not contained in this proxy and instruction form, Mag. Dr. Wilhelm Rasinger will abstain from voting.

I/we acknowledge that the voting right proxy does not accept instructions to address the meeting, raise objections to General Meeting resolutions, ask questions or make requests.

I/we acknowledge that the precondition for the exercise of the voting right at Extraordinary General Meeting by the voting right proxy is the provision of confirmation of share ownership on the record date, i.e. that the company receive an account confirmation pursuant to **§ 10a Stock Corporation Act by Thursday, 30 January 2020** (midnight, CET, Vienna time) in accordance with the stipulations of the convocation at one of the stated addresses.

The proxy holder shall be entitled to confer the proxy on other persons.

.....
(Place, date)

.....
(Signature / Authorised company signature)

Note.

At the latest, a declaration regarding the allocation of a proxy must be delivered to the company by one of the following channels on **Monday, 3 February 2020** at **3.00 p.m.** (CET, Vienna time).

Per post: Oberbank AG
Abteilung Sekretariat & Kommunikation
zH Mag. Gerald Straka
Untere Donaulände 28
4020 Linz

Per fax: +43 732 7802-37556

Per e-mail: hauptversammlung@oberbank.at, whereby the proxy, e.g. as a PDF, is to be attached to the e-mail

Only on the day of the General Meeting:

In person: Upon registration at the General Meeting venue

It should be noted that in the case of additions to the agenda by stockholders pursuant to § 106 Clause 5 Stock Corporation Act and resolution proposals by stockholders pursuant to § 110 Stock Corporation Act, a new proxy form will be made available on the homepage.

Should Mag. Dr. Wilhelm Rasinger be allocated a proxy, please send a copy by post, fax or e-mail to the IVA Interessensverband für Anleger. In addition, Mag. Dr. Wilhelm Rasinger can be contacted directly under tel.: +43 1 8763343-30, per fax: +43 1 8763343-39 or e-mail: wilhelm.rasinger@iva.or.at

Information concerning data protection is contained in the convocation request. The convocation request, further information regarding the Extraordinary General Meeting and the form for the revocation of the proxy can be called up from the company Internet website under www.oberbank.at/hauptversammlung