

Proposed Resolutions

for the 136th Annual General Meeting

on Wednesday, 18 May 2016 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 2015 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 2015 financial year.

The aforementioned documents are available on the Internet for perusal under [www.oberbank.at/Investor Relations/Hauptversammlung 2016](http://www.oberbank.at/Investor%20Relations/Hauptversammlung%202016).

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 2015 financial year.

“The Management Board and the Supervisory Board propose that from the net income of EUR 18,018,933.95 reported in the annual financial statements as at 31 December 2015, a dividend of EUR 0.55 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 25 May 2016 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 2015 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2015 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 2015 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2015 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 2015, the Supervisory Board had twelve members elected by the Annual General Meeting and therefore at least three of its members shall step down.

Following the expiry of their terms of office, this year:

- Dr. Ludwig Andorfer
- Dr. Wolfgang Eder
- Dr. Helga Rabl-Stadler

will step down.

With the exception of Dr. Rabl-Stadler, all the other members are prepared to stand for re-election.

In addition, the following members have decided to relinquish their mandates:

- Dr. Peter Thirring
- Peter Gaugg

Pursuant to § 11 (1) of the articles, the Supervisory Board shall contain at least three members elected by the Annual General Meeting. These shall be supplemented by the members of the Supervisory Board delegated by the Works Council in accordance with §110 of the Austrian Labour Relations Act (ArbVG). Pursuant to § 110 ArbVG, at present the Works Council has delegated six members to the Supervisory Board.

The Supervisory Board currently contains twelve members elected by the Annual General Meeting. Therefore, during the upcoming Annual General Meeting, five members are to be elected in order to again reach the figure of twelve Supervisory Board members attained following the election at the last Annual General Meeting.

“Accordingly, the Oberbank Supervisory Board proposes that,

- Dr. Ludwig Andorfer
- Dr. Wolfgang Eder

be re-elected and

- Gerhard Burtscher
- Alfred Leu
- Dr. Martin Zahlbruckner

be newly elected

to the Supervisory Board of the company singly and in separate votes in accordance with the above listing 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 2020 financial year.”

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 (Investor Relations/Annual General Meeting). 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 (2) of the Austrian Stock Corporation Act are accounted for in the Oberbank AG Supervisory Board.

6. Selection of the bank auditors for the 2017 financial year

The bank auditors for the 2017 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 29 March 2016.

“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 2017 financial year.”

7. Passing of resolutions concerning:

- a) The revocation of the authorisation of the Management Board granted by the 135th Annual General Meeting of 19 May 2015 to increase share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares, and to establish the issue price and conditions in agreement with the Supervisory Board, of a previously idle amount, and the simultaneous empowerment of the Management Board to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board;
- b) The authorisation of the Supervisory Board to make amendments to the articles, necessitated by the issue of shares from the approved capital;
- c) The corresponding amendment to § 4 Para. (3) of the articles.

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

- a. *The authorisation of the Management Board granted by the 135th Annual General Meeting of 19 May 2015 to increase share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares, and to establish the issue price and conditions in agreement with the Supervisory Board, of a previously idle amount is revoked and simultaneously the Management Board is empowered to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board.*
- b. *The Supervisory Board is authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital.*
- c. *§ 4 (3) of the articles will be so amended that paragraph (3) will receive the following new wording:*

(3) Subject to the approval of the Supervisory Board, the Management Board shall be empowered to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000

new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board. The Supervisory Board is authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital. (Approved capital 2016)”

8. Passing of resolutions concerning:

The revocation of the authorisation of the Management Board granted by the 134th Annual General Meeting of 13 May 2014, 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 136th 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) *“Revocation of the authorisation granted for a period of thirty months by the 134th Annual General Meeting of 13 May 2014, to purchase own shares pursuant to § 65 Para.1 Clause 8 of the Austrian Stock Corporation Act of an idle amount.”*
- b) *“Authorisation of the Oberbank AG 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 apposite resolution by the 136th 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 17 November 2018.”

9. Passing of resolutions concerning:

The revocation of the authorisation of the Management Board granted by the 134th Annual General Meeting of 13 May 2014, 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 up to 5 per cent of share capital for the purpose of securities trading during a period of 30 months from the date of the passing of the resolution by the 136th 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) *“Revocation of the authorisation granted for a period of thirty months by the 134th Annual General Meeting of 13 May 2014, to purchase own shares of an idle amount pursuant to § 65 Para.1 Clause 8 of the Austrian Stock Corporation Act of an idle amount for the purpose of securities trading.”*
- b) *“Authorisation of the Oberbank AG to purchase own shares pursuant to § 65 Para.1 Clause 7 of the Austrian Stock Corporation Act 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 following the date of the passing of the apposite resolution by the Annual General Meeting and shall thus terminate on 17 November 2018.”

10. Passing of resolutions concerning:

The revocation of the authorisation of the Management Board granted by the 134th Annual General Meeting of 13 May 2014, pursuant to §65 Para.1 Clause 8 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 up to 10 per cent of share capital for neutral purposes during a period of 30 months from the date of the passing of the resolution by the 136th 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) *“Revocation of the authorisation granted for a period of 30 months by the 134th Annual General Meeting of 13 May 2014, to purchase own shares of an idle amount pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act.”*
- a) *“Authorisation of the Oberbank AG to purchase own shares pursuant to §65 Para.1 Clause 7 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 17 November 2018.”