

Proposed resolutions

for the 144th Ordinary Annual General Meeting at 10 a.m. CEST on Monday, 13 May 2024

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

- 1. Presentation of the established annual financial statements and the management report for the 2023 financial year, the report of the Supervisory Board, as well as the (consolidated) corporate governance report; presentation of the consolidated financial statements and the group management report for the 2023 financial year.**

The aforementioned documentation can be studied on the company website under www.oberbank.at/hauptversammlung.

From the 2023 financial year, the presentation of the sustainability report takes place within the scope of the (group) management report.

A resolution regarding this agenda item is not required.

- 2. Resolution concerning the distribution of the net profit reported in the financial statements for the 2023 financial year**

“The Management and the Supervisory Boards propose that from the net profit of EUR 70.810.636,30 reported in the annual financial statements as at 31 December 2023, a dividend of EUR 1.00 per dividend bearing share be distributed and the remaining amount be carried forward to new account.

In addition, the Management Board and the Supervisory Board propose that 21 May 2024 be established as the payment date for the dividend.”

- 3. Resolution regarding the granting of discharge to the members of the Management Board for the 2023 financial year**

“The Management and the Supervisory Boards propose that a discharge for the 2023 financial year be granted to all the members of the Oberbank AG Management Board in the course of individual voting.”

- 4. Resolution regarding the granting of discharge to the members of the Supervisory Board for the 2023 financial year**

“The Management Board and the Supervisory Board propose that a discharge for the 2023 financial year be granted to all the members of the Oberbank AG Supervisory Board in the course of individual voting.”

- 5. Election to the Supervisory Board**

As at the closing date of 31 December 2023, the Supervisory Board consisted of ten members elected by the Annual General Meeting.

Following the expiry of their mandates at the end of the Annual General Meeting, this year:

- Dr. Herta Stockbauer
- Dipl.-Ing. Stefan Pierer

will stand down.

Dipl.-Ing. Stefan Pierer is unavailable for re-election.

Following the 143rd Ordinary Annual General Meeting held on 16 May 2023, the Supervisory Board consisted of ten members elected by the AGM and five members delegated by the Staff Council. Therefore, two members are to be elected by the AGM in order that this number is restored.

“The Supervisory Board proposes that,

- *Mag. Martha Kloibmüller (new)*
and
- *Dr. Herta Stockbauer (again)*

be elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2028 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 Para. 2 of the Austrian Stock Corporation Act each of the proposed candidates has provided a declaration, which together with a detailed curriculum vitae is available on the website of the company at www.oberbank.at/hauptversammlung.

During the election of members of the Supervisory Board, the AGM must take into consideration the criteria established in § 87 Para. 2a 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 Oberbank AG Supervisory Board accounts for the stipulations contained in § 87 Para. 2a of the Austrian Stock Corporation Act.

At present the Oberbank AG Supervisory Board consists of ten members elected by the Annual General Meeting and five representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the ten capital representatives three are women and seven are men, while of the five employee representatives three are women and two are men. The Supervisory Board thus consists of six women and nine men and therewith fulfils the minimum percentage requirement pursuant to § 86 Para.7 of the Austrian Stock Corporation Act.

Neither the majority of the capital representatives, nor that of the staff representatives raised an objection in accordance with § 86 Para. 9 of the Austrian Stock Corporation Act. Therefore, pursuant to § 86 Para.7 of the Austrian Stock Corporation Act, compliance with the minimum percentage requirement is not separate but overall.

6. Selection of the bank auditors for the 2025 financial year and, in the event of a subsequent legal requirement, selection of the auditor for the sustainability reports for the 2024 and 2025 financial years.

An auditor has to be chosen for the 2025 financial year and following a selection process in accordance with § 92 Para. 4a of the Stock Corporation Act, the Audit Committee of the Supervisory Board drew up a recommendation for the appointment of the auditors and presented its findings to the Supervisory Board at its meeting on 21 March 2024.

The Corporate Sustainability Reporting Directive (CSRD; Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to sustainability reporting by companies, OJ L 2022/322, 15.) will in future require an external review of the content of the sustainability report sections in the (consolidated) management report.

The CSRD was adopted by the EU Parliament, EU Council and EU Commission in the EU Parliament on 10 November 2022 and published in the Official Journal of the EU on 16 December. The directive came into force on 5 January 2023, must be transposed into national law by 6 July 2024 and applies to reporting periods from 1 January 2024. Although the CSRD states that both auditors and other independent providers of assurance services can provide such an audit service, a question currently arises with regard to the specific implementation and the audit procedure itself. However, it is expected that the auditor for the legally required (consolidated) sustainability reports is to be elected by the Annual General Meeting.

As following its transposition into national law, the CSRD is already applicable for reporting periods from 1 January 2024, in the event of a legal requirement the Supervisory Board proposes that an auditor be selected for the sustainability reports for the 2024 and 2025 financial years.

“The Supervisory Board proposes that Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna be appointed as the auditor for the financial statements and the bank with regard to the individual and consolidated financial statements for the 2025 financial year and if required by law for the financial years 2024 and 2025, also as the auditor of the (consolidated) sustainability reports to be prepared by Oberbank AG for the financial years 2024 and 2025.”

7. Selection of the bank auditor for the Slovakian branch for the 2024 financial year

Owing to the fact that pursuant to Slovakian law (Act No. 423 from 11 November 2015) non-independent EU branches are to be classified as public-interest entities, the appointment of the auditors for the Slovakian branch must be undertaken by the Annual General Meeting.

“In accordance with § 270 Para. 1 Austrian Company Code, in conjunction with § 19 Para. 2 of the Slovakian Accounting Act, the Supervisory Board proposes that Deloitte Audit s.r.o. Bratislava, be entrusted with the auditing of the business activities of the EU branch of Oberbank AG in Slovakia for the 2024 financial year.”

8. Resolution regarding the remuneration report

Pursuant to § 78c and § 98a of the Austrian Stock Corporation Act, the Management and Supervisory Boards of a listed company must prepare a clear and understandable remuneration report that provides a comprehensive overview of the remuneration granted or owed to current and former members of the Management Board and Supervisory Board during the last financial year as part of the remuneration policy (§ 78a in conjunction with § 98a Austrian Stock Corporation Act), including all benefits in any form.

The remuneration report for the past financial year is to be presented to the Annual General Meeting for approval. The vote at the Annual General Meeting regarding the remuneration report has a recommendatory character. The proposal is non-contestable (§ 78d Para. 1 Austrian Stock Corporation Act).

“The Management and Supervisory Boards propose that the report regarding the remuneration of the members of the Oberbank AG Management and Supervisory Boards in the 2023 financial year as published on the company website for the preparation of the Annual General Meeting (www.oberbank.at/hauptversammlung) be approved.”

9. Resolution regarding the change to the articles contained in § 3

The federal act regarding Wiener Zeitung GmbH and the establishment of a federal government electronic publication and information platform, the WZEVI Act, came into force on 1 July 2023. This federal law replaced the official gazette of the Wiener Zeitung as a publication organ with an electronic federal Announcement and Information Platform (EVI). §3 of the Articles of Association is therefore to be amended accordingly.

The Management and Supervisory Boards propose that the Articles of Association be amended in § 3 so that this provision now reads as follows:

“§ 3

Company announcements shall be made public via the electronic publication and information platform of the federal government (EVI) to the extent and for as long as required by the Austrian Stock Corporation Act. Otherwise, announcements by the company shall be made in accordance with the applicable legal provisions. In order to provide shareholders with comprehensive information, all announcements shall also be made available on the company's Internet website.”

10. Resolution regarding the revocation of the authorisation granted at the 142nd Annual General Meeting on 17 May 2022 pursuant to Section 65 Para. 1 Clause 4 of the Austrian Stock Corporation Act for the purchase of treasury shares of an idle amount for the purpose of offering them to employees, executives and members of the Management Board or Supervisory Board of the company, or an affiliated company, and the simultaneous empowerment of the Management Board pursuant to § 65 Para. 1 Clause 4 Austrian Stock Corporation Act to acquire treasury shares amounting to up to 5% of share capital for a period of 30 months from the date of the resolution of the 144th Annual General Meeting

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

"a) Revocation of the authorisation granted at the 142nd Annual General Meeting on 17 May 2022 for a period of 30 months regarding the acquisition of treasury shares to an idle amount in accordance with § 65 Para. 1 Clause 4 of the Austrian Stock Corporation Act.

b) Authorisation of the Management Board for a period of 30 months from the date of the resolution of the 144th Annual General Meeting to acquire treasury shares for the purpose of offering them to employees, executives and members of the Management or Supervisory Board of the company or an affiliated company in accordance with § 65 Para. 1 Clause 4 Austrian Stock Corporation Act up to 5% of the share capital. The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 144th Annual General Meeting and thus terminate on 13 November 2026."

11. Resolution regarding the revocation of the authorisation granted at the 142nd Annual General Meeting on 17 May 2022 pursuant to Section 65 Para. 1 Clause 4 of the Austrian Stock Corporation Act for the purchase of treasury shares of an idle amount subject to the simultaneous empowerment of the Management Board pursuant to § 65 Para.1 Clause 7 of the Austrian Stock Corporation Act to purchase treasury shares for the purpose of securities trading up to a maximum of 5% of share capital during a period of 30 months from the date of the passing of the resolution by the 144th Annual General Meeting.

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

"a) Revocation of the authorisation granted at the 142nd Annual General Meeting on 17 May 2022 for a period of 30 months in accordance with § 65 Para. 1 Clause 7 of the Austrian Stock Corporation Act, regarding the acquisition of treasury shares to an idle amount for the purpose of securities trading.

b) Authorisation of the Management Board pursuant to §65 Para. 1 Clause 7 of the Austrian Stock Corporation Act to acquire treasury shares for the purpose of securities trading subject to the proviso that the trading portfolio of the shares to be acquired for this purpose may not exceed the proportionate amount of 5% of the share capital at the end of each day.

The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 144th Annual General Meeting and thus terminate on 13 November 2026."

- 12. Resolution regarding the revocation of the authorisation of the Management Board granted by the 142nd Annual General Meeting of 17 May 2022, pursuant to § 65 Para.1 Clause 8 of the Austrian Stock Corporation Act, for the purchase of treasury shares of an idle amount subject to the simultaneous empowerment of the Management Board to purchase for neutral purposes treasury shares amounting to a maximum of 10% of share capital during a period of 30 months from the date of the passing of the resolution by the 144th Annual General Meeting.**

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

"a) Revocation of the authorisation granted at the 142nd Annual General Meeting on 17 May 2022 for a period of 30 months in accordance with § 65 Para. 1 Clause 7 of the Austrian Stock Corporation Act, regarding the acquisition of treasury shares to an idle amount.

b) Authorisation of the Management Board pursuant to §65 Para. 1 Clause 7 of the Austrian Stock Corporation Act to acquire treasury shares. Trading in treasury shares for the purpose of acquisition is expressly excluded. The proportion of shares to be acquired may not exceed 10% of the share capital. The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%. The Management Board is authorised to resell treasury shares acquired on the basis of this resolution. The Management Board is obliged to publish the respective buyback programme, as well as its duration and any resale programme immediately prior to implementation in accordance with the provisions of the Austrian Stock Exchange Act. Each buyback and, if applicable, resale programme must comply with the principle of equal treatment of shareholders pursuant to §47a of the Austrian Stock Corporation Act.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 144th Annual General Meeting and thus terminate on 13 November 2026."