

**Oberbank AG**  
Linz  
**FN 79063 w**  
**ISIN AT0000625108 (ordinary shares)**  
**ISIN AT0000625132 (preferred shares)**  
**Convening<sup>1</sup>**  
**of an Extraordinary General Meeting**

We herewith invite our stockholders to an Extraordinary General Meeting of Oberbank AG to be held on Tuesday, 4 February 2020 at 10 a.m. in the Oberbank AG Donauforum, Untere Donaulände 28, 4020 Linz.

The convening of the Extraordinary General Meeting is due to a written request from the UniCredit Bank Austria AG, FN 150714 p, und CABO Beteiligungsgesellschaft m.b.H., FN 230033 i stockholders pursuant to § 105 Para. 3 Stock Corporation Act.

**I. AGENDA**

1. A resolution regarding the completion of a special audit of the management pursuant to § 130 Stock Corporation in order to ascertain if on the occasion of, or during,
  - (i) The completion on 15.9.1989 of an increase in share capital by ATS 50,000,000 by the Management Board as approved by the Supervisory Board;
  - (ii) The completion on 12.2.1990 of an increase in share capital by ATS 50,000,000 by the Management Board as approved by the Supervisory Board;
  - (iii) The completion on 3.9.1991 of an increase in share capital by ATS 30,000,000 by the Management Board as approved by the Supervisory Board;
  - (iv) The completion on 8.3.1993 of an increase in share capital by ATS 20,000,000 by the Management Board as approved by the Supervisory Board;
  - (v) The completion on 7.3.1994 of an increase in share capital by ATS 25,000,000 by the Management Board as approved by the Supervisory Board (entered into the Company Register on 19.4.1994);
  - (vi) The completion on 20.10.1995 and 15.11.1995 of an increase in share capi-

---

<sup>1</sup> Alone the text of the following announcement published in German is legally binding.

tal by ATS 25,000,000 agreed by the Management Board (entered into the Company Register on 30.11.1995);

- (vii) The completion on 27.4.2000 of an increase in share capital by EUR 2,326,400 agreed by the General Meeting (entered into the Company Register on 31.5.2000);
- (viii) The completion on 9.5.2006 of an increase in share capital by EUR 5,384,615.38 agreed by the General Meeting of the Oberbank (entered into the Company Register on 31.5.2006);
- (ix) The completion on 6.6.2007 and 16.7.2007 of an increase in share capital by EUR 336,538.46 agreed by the Management Board (entered into the Company Register on 18.7.2007);
- (x) The completion on 10.3.2008 and 9.4.2008 of an increase in share capital by EUR 252,403.85 agreed by the Management Board (entered into the Company Register on 24.4.2008);
- (xi) The completion on 30.9.2009 and 22.10.2009 of an increase in share capital by EUR 5,079,375 agreed by the Management Board (entered into the Company Register on 28.10.2009);
- (xii) The completion on 23.3.2015, 7.4.2015 and 28.4.2015 of an increase in share capital by EUR 5,756,625 agreed by the Management Board (entered into the Company Register on 5.5.2015);
- (xiii) The completion on 8.9.2015 and 1.10.2015 of an increase in share capital by EUR 4,605,300 agreed by the Management Board (entered into the Company Register on 3.10.2015); and
- (xiv) The completion on 26.9.2016, 8.11.2016 and 1.12.2016 of an increase in share capital by EUR 9,210,600 agreed by the Management Board (entered into the Company Register on 3.12.2016);

in exchange for cash contributions for new ordinary shares subscribed by stockholders with whom the Oberbank is in a reciprocal participatory relationship,

- a) Payments or other services occurred between the Oberbank and its stockholders, in particular Generali 3Banken Holding AG (FN 234231 h; subsequently "G3B"), structured according to stockholders, date, legal basis, amount and any possible purpose;
- b) An increased capital amount was raised owing to the existing reciprocal participatory relationships, in order to correspond with the principles of effective capital contribution;
- c) These stockholders fulfilled the contribution requirements emanating from the subscription of new shares completely and effectively, whereby the participation of the Oberbank in its own assets is to be excluded;

- d) Any demands for repayment regarding the financial means contained in Item a) were possibly raised and if so, to what amount, against whom and on what legal basis;
- e) Any demands for repayment regarding the financial means contained in Item a) are still outstanding and if so, to what amount, against whom and on what legal basis;
- f) A non-company (special) advantage derived for individual stockholders and if yes, in what amount and to whom;
- g) A possible (special) advantage pursuant to Item f) resulted by means of the use of influence upon the Oberbank through the appointment of a member of the Management Board or the Supervisory Board;
- h) From the possible constellations of the Oberbank and/or individual stockholders damage resulted, the amount of this damage, and whether claims for this damage can be asserted against the Management Board, the Supervisory Board or the (other) stockholders.

The completion of this special audit of the company management pursuant to § 130 Stock Corporation Act should also include the answering of the following questions:

- (i) What was the Oberbank's involvement in the foundation of G3B? What payments did the Oberbank make to G3B in 2003 (G3B foundation)? At what point in time did these payments occur and to what amount and for what purpose? What contractual bases and gremial decisions underlay these payments by the Oberbank? For what purpose were the Oberbank's payments to G3B in 2003 used? What decisions by G3B underlay the employment of these payments? Was G3B subjected to a foundation audit?
- (ii) Did the Oberbank subsidise G3B for its participation in the capital increases of BKS Bank AG (FN 918110 s; subsequently "BKS") and Bank für Tirol and Vorarlberg Aktiengesellschaft (FN 32942 w; subsequently "BTV"), and if yes, when and to what amount?
- (iii) Did the Oberbank acquire 3Banken shares from a) Beteiligungsverwaltung Gesellschaft m.b.H (FN 81137 w; subsequently "BVG") and/or b) 3-Banken Beteiligung Gesellschaft m.b.H (FN 165973 d; subsequently "3BB")? If yes, when and to what amount?
- (iv) In connection with the acquisition of 3Banken shares from a) BVG and/or b) 3BB by the Oberbank since the foundation of these companies and in any case since 2003, has the Oberbank issued any statements in accordance with stock exchange regulations and if so, what was their content?
- (v) Does the Oberbank have direct or indirect participations in other companies, which in turn possess BKS, Oberbank and BTV shares? If so, in which companies (precise company name) and to what amount, how many BKS,

Oberbank and BTV shares are involved and when did the initial acquisition of a participation occur?

- (vi) Has the Oberbank acquired Oberbank, BKS or BTV shares from companies in which at the time of purchase the Oberbank, BKS or BTV held or still hold a direct or indirect participation?
- (vii) How have the shares in a) BVG and/or b) 3BB and/or c) other companies mentioned in Item (v) and (vi) been reported in the Oberbank's financial statements since the beginning of its participation in these companies and in any case since 2003? Which CRR-related deductions during this period are linked to these Oberbank participations?
- (viii) How have the balance sheet gains and/or dividends from a) BVG and/or b) 3BB and/or c) other companies mentioned in Item (v) and (vi) been reported in the Oberbank's financial statements since the beginning of its participation in these companies and in any case since 2003? Moreover, during this period in what form did interim gain treatment (interim gain elimination) take place?
- (ix) On the basis of which approval did the Oberbank Management Board carry out the purchase of BKS shares within the scope of the follow-up offer during the BKS capital increase of 2018 and the acquisition of BKS shares following the conclusion of the capital increase?
- (x) From whom, at what price and in what denominations did the Oberbank purchase BKS shares during the 2018 capital increase?
- (xi) Which taxation effect resulted for BVG, the Oberbank and BKS respectively?
- (xii) What gains were realised? Were there offsettable losses?
- (xiii) What was the ratio of the purchase price to that on the stock exchange on the date of purchase? We request that the differences be made known, as well as an explanation as to why, if this was the case, a purchase was made at differing prices?
- (xiv) How in the sense of question (x) was the price for the purchase of BKS shares by the Oberbank calculated? Are there package surcharges or deductions? Was the volume handled via the stock exchange taken into account?
- (xv) In the course of the capital increase at BKS in 2018 were BKS shares purchased through the exercise of preemptive rights or other supplementary agreements and if yes, which were acquired by "befriended investors" (see page 93 of the "150 Years Oberbank" commemorative publication)?
- (xvi) Was the purchase of BKS shares included in an Oberbank creeping monitoring system? Who managed this monitoring system and in what manner?

- (xvii) On the basis of which approval did the Oberbank Management Board carry out the purchase of BTV shares outside the legal subscription right in the course of the BTV capital increase of 2018?
- (xviii) From whom, at what price and in what denominations did the Oberbank purchase BTV shares during the 2018 capital increase?
- (xix) Which taxation effect resulted for BVG, the Oberbank and BTV respectively?
- (xx) What gains were realised? Were there offsettable losses?
- (xxi) What was the ratio of the purchase price to that on the stock exchange on the date of purchase? We request that the differences be made known, as well as an explanation as to why, if this was the case, a purchase was made at differing prices?
- (xxii) How in the sense of question (x) was the price for the purchase of BTV shares by the Oberbank calculated? Are there package surcharges or deductions? Was the volume handled via the stock exchange taken into account?
- (xxiii) Was the purchase of BTV shares included in an Oberbank creeping monitoring system? Who managed this monitoring system and in what manner?

EKWP Wirtschaftsprüfungs GmbH (FN 411099 h) will be commissioned with the special audit. Mag. Martin Breuner and Mag. Arnold Krassnitzer will be commissioned and authorised to conclude an audit contract according to Austrian law for the Oberbank with the special auditors on the basis of the latter's submitted indicative tender, whereby the fee shall be limited to a maximum amount and at the latest, a written report shall be presented within a three-month period following the contractual allocation.

2. Resolution regarding the termination of the arbitration proceedings between the Generali 3Banken Holding AG (FN 234231 h; subsequently "G3B") and the Oberbank, as well as the forbearance of enforceable measures on the basis of an award derived from these arbitration proceedings.

## **II. GENERAL MEETING DOCUMENTATION; PROVISION OF INFORMATION ON THE INTERNET WEBSITE**

In particular, from 14 January 2020 at the latest, the following documents will be accessible via the company's Internet website, which is entered in the Company Register under [www.oberbank.at](http://www.oberbank.at):

- Convening request of the UniCredit Bank Austria AG and CABO Beteiligungsgesellschaft m.b.H. stockholders pursuant to § 105 Para. 3 Stock Corporation Act,

- Possible further resolution proposals regarding items on the agenda,
- Forms for the allocation and revocation of a proxy,
- The complete text of this convening.

### III. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to attend the Annual General Meeting and to exercise voting and other stockholder rights, which are to be asserted in the course of the General Meeting, is based on share ownership at the end of **25 January 2020** (record day).

Persons are only entitled to attend the Annual General Meeting when on this date they are stockholders and prove this to the company.

Account confirmation pursuant to § 10a of the Stock Corporation Act is sufficient as proof of share ownership on the record date. The company must receive this confirmation by **30 January 2020**, (midnight, CET, Vienna time) at the latest and exclusively at one of the following addresses:

- |      |  |
|------|--|
| (i)  | For the provision of account confirmation in written form, which is adequate pursuant to § 19 Para. 3 of the articles:   |
|      | Per fax: +43 732 7802-37556  |
|      | Per e-mail: hauptversammlung@oberbank.at<br>(please provide the account confirmation in PDF format)  |
| (ii) | For the provision of account confirmation in written form:   |
|      | Per post or messenger: Oberbank AG<br>Abteilung ZSP/WV2<br>zH Markus Zehethofer<br>Untere Donaulände 28<br>4020 Linz   |
|      | Per SWIFT: OBKLAT2L<br>(Message Type MT598. The following codes must be stated in the text: ISIN AT0000625108 for ordinary shares and ISIN AT000062513 for preferred shares) |

Stockholders are requested to contact the financial institute managing their account and request the preparation and conveyance of an account confirmation.

The record day has no effect upon the saleability of the shares and is irrelevant for the dividend calculation.

### **Account confirmation pursuant to § 10a Stock Corporation Act**

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 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 stockholder, ISIN AT0000625108 for ordinary shares, ISIN AT0000625132 for preferred shares
- Account number or another designation,
- Date to which the account confirmation refers.

The account confirmation as proof of a shareholding and hence an entitlement to attend the General Meeting must refer to the end of the record date, i.e.. **25 January 2020**, (midnight, CET, Vienna time).

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

### **Proof of identity**

Stockholders and their proxies are requested to carry a valid official ID with photograph as proof of identity during registration.

Should you be attending the General Meeting as a proxy, apart from the official ID with photograph please bring the authorisation with you. Should the original proxy document have already been sent to the company, your access to the meeting will be simplified if you can produce a copy.

Oberbank AG retains the right to determine the identity of the persons arriving at the Meeting. Should a confirmation of identity prove impossible, entry can be refused.

## **IV. POSSIBILITY FOR APPOINTING A PROXY AND THE RELATED OBLIGATORY PROCESS**

Every stockholder with an entitlement to attend the Annual General Meeting that has proven this fact in accordance with Item III of this convening, has the right to appoint a proxy, who will participate in the General Meeting on behalf of the stockholder and possess the same rights as the represented stockholder.

The proxy must be allocated to a certain person (a natural or a legal personage) in written form (§ 13 Para. 2 Stock Corporation Act), whereby several persons may also be granted the proxy.

A proxy may be allocated both before and during the General Meeting.

The following means of communication and addresses are available for the communication of proxies:

Per post or messenger	Oberbank AG Abt. Sekretariat & Kommunikation zH Mag. Gerald Straka Untere Donaulände 28 4020 Linz
Per fax:	+43 732 7802-37556
Per mail	hauptversammlung@oberbank.at (please provide the account confirmation in PDF format)
Also possible from banking institutions via SWIFT pursuant to § 114 Para. 1 Clause 4 Stock Corporation Act:	OBKLAT2L (Message Type MT598. The following codes must be stated in the text: ISIN AT0000625108 for ordinary shares and ISIN AT000062513 for preferred shares)

At the latest, the proxies must arrive at one of the aforementioned addresses by **3 February 2020 at 3:00 p.m.**, CET, Vienna time, unless they are to be handed in on the day of the General Meeting at the entry and exit control points.

Forms for proxies and their revocation can be called up from the company Internet website at [www.oberbank.at](http://www.oberbank.at). In the interests of efficient handling, we would request that the forms provided are always used.

Details relating to proxies and in particular their written form and content are provided on the proxy form, which is available to stockholders.

Should a stockholder allocate a proxy to the financial institute managing a share account (§ 10a Stock Corporation Act), it is sufficient when apart from an account confirmation, this provides a declaration stating that the proxy has been allocated.

Stockholders may also exercise their rights at the General Meeting even after the allocation of a proxy. Personal attendance is seen as a revocation of the previously allocated proxy.

The aforementioned regulations governing the allocation of the proxy also apply analogously to revocation.

### **Independent voting rights representative**

As a special service for stockholders, Mag. Dr. Wilhelm Rasinger is available as an independent voting rights representative for the instruction bound exercise of voting rights at the General Meeting. A special proxy form is available on the company's Internet website for this purpose under [www.oberbank.at](http://www.oberbank.at). In addition, direct contact can be

made with Mag. Dr. Wilhelm Rasinger by phone: +43 1 8763343-30, fax: +43 1 8763343-39 or e-mail: <mailto:wilhelm.rasinger@iva.or.at>

As an independent voting proxy, Mag. Dr. Wilhelm Rasinger will exercise the voting right in the General Meeting solely on the basis and within the limits of the instructions issued by the respective stockholder regarding the individual agenda items. Without express instructions, the proxy shall be invalid.

Stockholders wishing to authorise a proxy are not obliged to appoint Mag. Dr. Wilhelm Rasinger as a representative.

## **V. INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT**

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

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 General Meeting and made public, if at the latest this request is received by the company in written form by post or messenger at the exclusive address of Oberbank AG, Abteilung Sekretariat & Kommunikation, z.H. Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz on **16 January 2020** (midnight, CET, Vienna time). Every agenda item thus requested shall be accompanied by a proposed resolution including the related reasons. Pursuant to § 10a of the Stock Corporation Act, the proposer shall provide proof of 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 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). As far as the remaining account confirmation requirements are concerned, attention is drawn to the information regarding participation entitlement (Item III).

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

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 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 **24 January 2020**

(midnight, CET, Vienna time) via a fax to +43 732 7802 37556, post addressed to Oberbank AG, Abteilung Sekretariat & Kommunikation, z.H. Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz, or an e-mail to [hauptversammlung@oberbank.at](mailto:hauptversammlung@oberbank.at), whereby the proposal must be attached to the mail in text form, e.g. as a PDF.

Pursuant to § 10a of the Stock Corporation Act, the proposer shall provide proof of stock ownership by means of an account confirmation, which on the date of presentation to the company is not more than seven days old. In the case of several stockholders, who only achieve the required 1 per cent of share capital in combination, the account confirmations must refer to the same date (day, time). As far as the remaining account confirmation requirements are concerned, attention is drawn to the information regarding participation entitlement (Item III).

### **3. Stockholders' right to information pursuant to § 118 Stock Corporation Act**

At the Annual General Meeting, upon request every 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 position 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 would represent a criminal offence.

As a rule, requests for information during the General Assembly are to be made verbally, but can also take the written form.

Answers to questions that would require lengthy preparation should be sent to the Management Board in written form prior to the General Meeting and in good time, in order that the economy of the meeting is preserved. Questions can be directed to the company either by a fax to +43 732 7802 37556, to Oberbank AG, Abteilung Sekretariat & Kommunikation, z.H. Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz, or e-mail to [hauptversammlung@oberbank.at](mailto:hauptversammlung@oberbank.at).

### **4. Stockholder motions to the General Meeting pursuant to §119 Stock Corporation Act**

Every stockholder, irrespective of the holding of a certain percentage of shares, shall be entitled to move a motion regarding each of the items on the agenda of the Annual General Meeting. Should several motions have been submitted for an item on the agenda, in accordance with § 119 Para. 3 Stock Corporation Act, the chairperson shall determine the voting sequence.

### **5. Information on the Internet website**

More detailed information concerning these stockholder rights pursuant to §§ 109, 110, 118 and 119 of the Stock Corporation Act is available on the company's Internet homepage [www.oberbank.at](http://www.oberbank.at).

## **6. Information regarding stockholder data protection**

Oberbank AG processes **personal data** of the 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 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 stockholders to exercise their rights during the General Meeting.

According to the Stock Corporation Act, the preparation of the personal data of stockholders is essential for their participation, or that of their proxies, in the General Assembly. 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 General Meeting direction, 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 stockholder participate in the General Meeting, all the shareholders present or their proxies, 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 shareholder data (in particular the list of participants) as part of the notarial protocol to the Company Register (§ 120 Stock Corporation Act)

Shareholder 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 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 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](mailto:datenschutz@oberbank.at), or using the following contact data:

Oberbank AG  
Data Protection Officer  
Untere Donaulände 28  
4020 Linz

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

Further information regarding data protection can be found on the Internet website of Oberbank AG [www.oberbank.at](http://www.oberbank.at).

## **VI. ADDITIONAL INFORMATION AND NOTES**

### **1. Total number of shares and voting rights**

On the date of the convening of the General Meeting, company share capital totalled EUR 105,921,900 divided into 32,307,300 ordinary and 3,000,000 preferred shares without a voting right. Every ordinary share guarantees a vote.

On the date of the calling of the Annual General Meeting, the company held 16,840 ordinary shares as own shares. No rights are attached to these shares and this also applies to voting rights. Of these, 199 ordinary 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 convening of the Annual General Meeting, shares bearing voting rights totalled 32,290,261.

### **2. Admission**

Admission to the General Meeting will commence at 8.30 a.m., CET, Vienna time.

We would request that when planning their schedule, stockholders or their proxies take into account the anticipated large number of attendees.

Linz, January 2020

The Management Board