

INFORMATION REGARDING THE RIGHTS OF STOCKHOLDERS IN CONNECTION WITH THE 138TH ANNUAL GENERAL MEETING ON 15 MAY 2018

Dear Stockholders,

The following represents a short overview of the prerequisites for participation and the most important stockholder rights.

Record date and participation in the Annual 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 Annual General Meeting, is based on share ownership at the end of **5 May 2018, midnight CET** (record day).

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

Share ownership on the record date is to be evidenced to the company through account confirmation pursuant to § 10a of the Austrian Stock Corporation Act by **9 May 2018, midnight** (CET) at the latest.

Account confirmations are prepared by the financial institute managing the account and then transferred directly to the company. Please inform your financial institute punctually prior to the record date of your intention to participate in the Annual General Meeting.

Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act

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

- Information concerning the issuer: name/company and address or a standard code employed during transactions between financial institutions (SWIFT CODE),
- 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,
- Account number or otherwise another designation,
- Date or period to which the account confirmation relates.

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

Account confirmations shall only be sent to one of the following addresses:

Per post or messenger: Oberbank AG
Department ZSP/WV2
Mr. Markus Zehethofer pers.
Untere Donaulände 28
4020 Linz

By fax to: +43 732 7802 37556
or
By SWIFT: OBKLAT2L
Message Type MT598. The following codes must be stated:
Ordinary shares: ISIN AT0000625108
Preferred shares: ISIN AT0000625132

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

The account confirmation as proof of share ownership for participation in the Annual General Meeting must refer to the aforementioned record date of 5 May 2018, midnight (CET).

The account confirmation required as evidence of shareholder status in connection with the exercise of stockholder rights pursuant to § 109 Austrian Stock Corporation Act (Additions to the agenda) and § 110 Austrian Stock Corporation Act (Resolution proposals by stockholders) may not be older than seven days on the date of presentation to the company.

The account confirmation required as evidence of shareholder status in connection with the exercise of stockholder rights pursuant to § 109 Austrian Stock Corporation Act (Additions to the agenda) shall confirm that the mover has had uninterrupted ownership of shares for a minimum of three months prior to the placing of a proposal.

Access to the Annual General Meeting

The provision of account confirmation serves simultaneously as registration for the Annual General Meeting. The stockholders or their proxies are requested to present valid, official ID with photograph (driving licence, passport, identity card) at the entrance to the Annual General Meeting as proof of their identity.

Representation by proxy holders pursuant to §§ 113 f Austrian Stock Corporation Act

Every stockholder with an entitlement to attend the Annual General Meeting has the right to appoint a proxy, who will participate in the Annual General Meeting on behalf of the stockholder and possess the same rights as the stockholder.

The proxy must be allocated to a certain person (a natural or a legal personage) in written form.

Forms for both the allocation and revocation of a proxy can be retrieved from the company's website at www.oberbank.at/hauptversammlung.

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

As a special free service for stockholders, who are unable, or do not wish to attend the Annual General Meeting in person, a possibility exists for representation by Dr. Michael Knap from the Austrian Shareholder Association, IVA, Feldmühlgasse 22, 1130 Vienna. As an independent voting proxy, Dr. Michael Knap will exercise the voting right in the Annual 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. Should individual voting take place with regard to an item on the agenda, a given instruction shall apply to every sub-item. Please note that a voting proxy may not accept requests to speak, raise objections against Annual General Meeting resolutions, pose questions or move of motions. The costs for the voting proxy will be borne by the company. All other costs and in particular those own costs for account confirmation or mailing charges are to be borne by the respective stockholder.

The appointment of Dr. Michael Knap is not obligatory for stockholders wishing to authorise a proxy. However, with regard to the authorisation of Dr. Michael Knap, a special proxy allocation and revocation form (only in German) can be retrieved from the company website under www.oberbank.at/hauptversammlung. Should Dr. Michael Knap receive such an authorisation, please send a copy of the form per fax or e-mail to the Austrian Shareholder Association (IVA). In addition, it is possible to contact Dr. Michael Knap directly via telephone: +43 (0) 664 213 8740, fax: +43 (0)1 8763343-49 or e-mail: michael.knap@iva.or.at

Proxies must be received by the company only at one of the following addresses by 3.00 p.m. (CET) on Monday, 14 May 2018 at the latest:

Per post or
messenger: Oberbank AG
Secretariat & Communications Department

Mag. Gerald Straka pers.
Untere Donaulände 28
4020 Linz

Per fax: +43 732 7802 37556

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

On the date of the Annual General Meeting, exclusively:

In person: by registration at the Annual General Meeting at the meeting venue

The company will keep the proxy in safe custody.

The aforementioned regulations regarding the allocation of a proxy also apply correspondingly to the revocation of a proxy.

Additions to the agenda pursuant to §109 Austrian Stock Corporation Act

The mover shall provide proof of stock ownership and pursuant to § 10a of the Austrian Stock Corporation Act account confirmation is required for this purpose. The financial institute managing the account must issue the account confirmation and be based in a member state of the European Economic Area, or in a state with full membership of the OECD. The account confirmation may not be older than seven days on the date of presentation to the company and shall confirm that the proposer has had uninterrupted ownership of the shares for a minimum of three months prior to the placing of a request.

In the case of several stockholders, who only jointly hold the required 5 per cent of share capital, the account confirmations for all stockholders must be received at the same point in time (day, time). With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting.

The written motion for the addition of a supplementary item to the agenda, including the aforementioned confirmation of stock ownership, must be received by the company 21 days prior to the Annual General Meeting and therefore by **24 April 2018** at the latest.

Such stockholder motions may only be addressed in writing to

Oberbank AG
Secretariat & Communications Department
Mag. Andreas Pachinger pers.
Untere Donaulände 28
4020 Linz.

In the case of a punctually provided, lawful stockholder request, among other items the supplemented agenda together with the related reasons will be published electronically on the company website by **26 April 2018** at the latest (www.oberbank.at/hauptversammlung).

Resolution proposals by stockholders pursuant to §110 Austrian Stock Corporation Act

Stockholders, whose individual or combined interests amount to 1 per cent of share capital, shall be entitled to make proposals accompanied by reasons concerning resolutions relating to every item on the agenda in text form and require that these proposals together with the names of the stockholders involved, the related reasoning and any statements of the Management Board or the Supervisory Board, shall be made accessible on the Internet homepage of the company (www.oberbank.at/hauptversammlung).

It should be noted that a reason must accompany every proposed resolution and that this must also be presented in the German language.

In the case of a proposal relating to the election of a Supervisory Board member [to TOP 5. "Election to the Supervisory Board"], the reasons are to be replaced by the declaration of the proposed candidate pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act. The suggested candidate must include their professional qualifications, professional or comparable function and any circumstance that could give rise to anxiety with respect to bias.

Company information in accordance with § 110 Para. 2 Clause 2 of the Austrian Stock Corporation Act:

At present, the Oberbank AG Supervisory Board consists of twelve members elected by the Annual General Meeting and six representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the twelve capital representatives three are women and nine are men and of the employee representatives, three are women and three are men. Therefore, the Supervisory Board is comprised of six women and twelve men, and thus meets the minimum percentage requirement pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act. No objection in accordance with § 86 Para. 9 of the Austrian Stock Corporation Act was raised by either the majority of the capital representatives or that of the staff representatives. Therefore,

compliance of the minimum percentage requirement is not separate but overall pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act.

At the end of the coming Annual General Meeting, three male members will stand down from the Supervisory Board. Therefore, at the Annual General Meeting three members are to be elected in order that the previous total of twelve members elected by the Annual General Meeting can be restored.

Should Item 5 of the agenda “Election to the Supervisory Board” fail to produce an increase in the number of members within the scope of the articles and § 86 Para. 1 of the Austrian Stock Corporation Act, in the case of a possible nomination proposal by stockholders, it should be noted that should this be accepted, at least five women must belong to the Supervisory Board.

The mover shall provide proof of stock ownership and pursuant to § 10a of the Austrian Stock Corporation Act account confirmation is required for this purpose. The financial institute managing the account must issue the account confirmation and be based in a member state of the European Economic Area, or in a state with full membership of the OECD. The account confirmation may not be older than seven days on the date of presentation to the company. In the case of several stockholders, who only jointly hold the required 1 per cent of share capital, the account confirmations for all stockholders must be received at the same point in time (day, time). With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting.

The resolution proposal, including the aforementioned confirmation of stock ownership, must be received by the company on the seventh working day prior to the Annual General Meeting and therefore by **3 May 2018** at the latest.

Such stockholder motions may only be sent

- Per e-mail to the address: hauptversammlung@oberbank.at, whereby the proposal shall be added to the mail in written form, e.g. as a PDF
- Per post, messenger or in person at its business address: Secretariat & Communications Department, Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz
- Per telefax under the number +43 732 7802 37556

In the case of a punctually provided, lawful stockholder request regarding a resolution, at the latest this will be made available on the company website (www.oberbank.at/hauptversammlung) two working days after receipt, or in the most extreme case, by **7 May 2018**.

Right to information pursuant to § 118 Austrian Stock Corporation Act

Upon request, at the Annual General Meeting 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 obligation to provide information extends to the legal and business relationships of the company to an affiliate. If during the Annual General Meeting of a parent company (§ 189a Para. 6 Austrian Commercial Code) the consolidated financial statements and management report are presented, the information obligation shall extend to the status of the group and the companies included in the consolidated financial statements.

The information must correspond with the principles of true and fair accounting.

Information may be refused if:

1. According to a reasonable entrepreneurial judgement it could potentially prove of considerable disadvantage to the company or an affiliate.
2. Its provision would represent a criminal offence.

Every stockholder attending the Annual General Meeting has the right to information. This right not only extends to stockholders personally, but also their legal or authorised representatives.

In the interests of meeting efficiency, answers to questions requiring a certain amount of preparation time should be addressed punctually in written form prior to the Annual General Meeting to the company at the following address: Oberbank AG, Secretariat & Communications Department, Mag. Andreas Pachinger pers., Untere Donaulände 28, 4020 Linz, per telefax an +43 732 /7802/375 56 or per e-mail to hauptversammlung@oberbank.at.

Information regarding the right of stockholders to move motions at the Annual General Meeting pursuant to §119 Austrian Stock Corporation Act

Every shareholder shall be entitled to move a motion regarding each of the items on the agenda of the Annual General Meeting, irrespective of the holding of a certain percentage of shares. The prerequisite for submitting a motion is proof of entitlement to attend the AGM in line with its calling.

Pursuant to § 110 Para. 1 of the Austrian Stock Corporation Act, a vote shall only be taken with respect to a proposed resolution, when this is repeated during the meeting as a motion.

Explicit reference is made to the following: persons may only be proposed for election to the Supervisory Board (Item 5 of the agenda) by stockholders jointly holding at least 1 per cent of share capital. Such proposals must be sent to the company in the aforementioned manner by 3 May 2018 at the latest. Every election proposal must be accompanied by a declaration on the part of the suggested candidate that includes their professional qualifications, professional or comparable function and any circumstance that could give rise to anxiety with respect to bias. During the Annual General Meeting, any stockholder may also propose motions with regard to all the other items on the agenda that do not require prior notice.