

I. Proxy

for the Separate Meeting of Oberbank AG Preferred Stockholders, at 9:00 a.m. on 9 June 2020

IMPORTANT NOTE. This proxy does not represent an entitlement to personal participation in the Separate Meeting of Preferred Stockholders. Please contact the financial institute managing your account and ensure that by means of an account confirmation (record day: 30 May 2020) you have been correctly registered for attendance at the Separate Meeting of Preferred Stockholders under the securities named below.

Registration closing date: 4 June 2020, midnight, CEST (receipt of account confirmation)

With the allocation of this proxy, I confirm that I have read the information published by the company on its website or contained in the convocation request. In order to facilitate the exercise of preferred stockholder rights during the Meeting of Preferred Stockholders, I declare my consent to the processing of personal data (name, address, date of birth, number of the securities account, number of shares, possible share category, number of the voting card and e-mail address).

Principal (preferred stockholder)

First name, family name / company name

Address, post code, place of residence

Date of birth / Register no.

Account number

Financial institute

E-mail address (the proxy allocation confirms that only the principal has access to this e-mail address)

Should you allocate this proxy not as a preferred stockholder, but as the representative of a preferred stockholder, please enclose proof of your representation authorisation (proxy allocated by the preferred stockholder, court appointment decree, etc.).

Granting of a proxy

I/we authorise the following independent proxy holder to

- exercise the voting right
- and the rights to submit motions and raise objections

in conjunction with the right to allocate sub-proxies, free from restrictions in cases of multiple representation. The voting right, the right to submit motions and the right to raise objections shall only be exercised under instruction. If no instruction has been given regarding a proposed resolution, the representative shall abstain from voting.

Should no, or more than one, voting representative be ticked, the proxy shall be allocated to the first named amongst the persons ticked:

- Dr. Michael Knap, Vice-President, IVA**
Feldmühlgasse 22, 1130 Vienna; knap.vorzughv.oberbank@hauptversammlung.at
- or Dr. Christoph Nauer, LL.M, lawyer**
ARES-Tower, Donau-City-Strasse 11, 1220 Vienna; nauer.vorzughv.oberbank@hauptversammlung.at
- or Mag. Ewald Oberhammer, lawyer**
Karlsplatz 3/1, 1010 Vienna; oberhammer.vorzughv.oberbank@hauptversammlung.at
- or Dr. Christian Temmel, MBA, lawyer**
Schottenring 14, 1010 Vienna; temmel.vorzughv.oberbank@hauptversammlung.at

for the following securities

Ordinary preferred shares (ISIN AT0000625132)

Number (should this not be stated, the number noted in the account confirmation will be included in the proxy)

Limitations upon the proxy:

II. Instructions

for the Separate Meeting of Oberbank AG Preferred Stockholders, at 9:00 a.m. on 9 June 2020

Voting instructions regarding proposed resolutions relating to the agenda items

The proxy is instructed to exercise my (our) voting right to the resolutions proposed by the stockholders UniCredit Bank Austria AG, FN 150714 p and CABO Beteiligungsgesellschaft m.b.H., FN 230033 i, and made available on the company website as follows:

(Please cross inside the box ; do not use a red pen)

FOR AGAINST ABSTENTION

Agenda items requested by UniCredit Bank Austria AG and CABO Beteiligungsgesellschaft m.b.H.:

- | | FOR | AGAINST | ABSTENTION |
|--|--------------------------|--------------------------|--------------------------|
| 1. Passing of a resolution regarding an amendment to § 4 Para. 1 of the articles to the effect that all existing preferred shares be converted into ordinary shares through the annulment of the preference pursuant to § 129 Stock Corporation Act. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

In the case of proposed resolutions for which no, or an unclear instruction (e.g. both FOR and AGAINST the same proposed resolution) has been issued, the proxy shall abstain from voting.

If following the submission of this form additional or modified instructions are issued, the instructions allocated here shall remain valid to the extent that they are not altered or revoked.

Other instructions (e.g. for motions and objections):

Date

Signature / Authorised company signature

If necessary, signatures of all joint owners

Please send the fully completed form by 4.00 p.m. CEST (time of arrival) on 5 June 2020,

- by **post** to Oberbank AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by **fax** to +43 (0) 1 8900 500-61
- by **e-mail** to the address provided by the proxy selected above (as a scanned enclosure; TIF, PDF, etc.)

Additional information is available on the homepage: www.oberbank.at