

**Information regarding the organisational and technical prerequisites for participation in the 140th Ordinary Annual General Meeting, which will be held in virtual form at 10 a.m. on Wednesday, 20 May 2020,**

The convocation of the 140th Ordinary General Meeting of Oberbank AG, at 10.00 a.m. on Wednesday, 20 May 2020 was announced in the Official Gazette of the “Wiener Zeitung” from 22 April 2020 and on the same day by means of a euro ad hoc on the company website.

**Annual General Meeting in virtual form**

In order to protect stockholders and other participants, the Management Board has decided to implement the new statutory regulation regarding a virtual annual general meeting.

Therefore, in accordance with the COVID-19-GesV (Federal Law Gazette II No. 140/2020), the Ordinary Annual General Meeting of Oberbank AG on 20 May 2020 will be held as a “virtual annual general meeting”.

This means that to safeguard the health of the participants, stockholders cannot physically attend the Ordinary Annual General Meeting of Oberbank AG on 20 May 2020.

The Annual General Meeting will take place at Untere Donaulände 28, 4020 Linz in the physical presence of the heads of the Supervisory and Management Boards and other Management Board members, the attesting notary and the four special voting right representatives selected by the company

In the opinion of the Management Board, the holding of the Annual General Meeting in virtual form, instead of its postponement to an unknown later date, takes the interests of the company and its stockholders into the best possible account.

We wish to make explicit reference to the fact that stockholders may not come in person to the venue of the Annual General Meeting.

**Transmission of the Annual General Meeting via the Internet**

The virtual 140th Annual General Meeting will be transmitted in its entirety on the Internet in order that all company stockholders can follow proceedings from 10 a.m. onwards on 20 May 2020 via [www.oberbank.at/hauptversammlung-livestream](http://www.oberbank.at/hauptversammlung-livestream).

As a result of the Internet transmission of the Annual General Meeting, via this acoustic and optical one-way link all stockholders that so choose have the possibility to follow in real time the proceedings at the Annual General Meeting, the presentation of the Management Board and the answering of stockholder questions. Registration or a login is unnecessary.

The technical prerequisites required by stockholders consist of appropriately efficient Internet access or Internet connection, as well as a device suitable for Internet use that disposes over an Internet browser for HTML5 with activated Javascript that is able to receive the sound and video transmission (e.g. PC with monitor and loudspeaker, notebook, tablet, smartphone, etc.).

## **Exercise of the voting right and the rights to submit motions and raise objections only through the special voting right representatives**

In accordance with § 3 Para 4 COVID-19-GesV, the submission of a motion, voting and the raising of an objection during the virtual Annual General Meeting of Oberbank AG on 20 May 2020 may only take place through one of the subsequently named special, independent voting right representatives appointed and paid for by the company.

Every stockholder with an entitlement to participate in the Annual General Meeting, which has been proven to the company in accordance with the stipulations contained in the convocation (see Item IV of the convocation), has the right to empower one of subsequently named special voting right representative for the exercise of the voting right and the rights to submit motions and raise objections.

- (i) Dr. Michael Knap, Vice-President, IVA  
c/o IVA – Interessenverband für Anleger  
Feldmühlgasse 22, 1130 Vienna  
[knapp.oberbank@hauptversammlung.at](mailto:knapp.oberbank@hauptversammlung.at)
- (ii) Mag. Ewald Oberhammer, lawyer  
c/o Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1, 1010 Vienna  
[oberhammer.oberbank@hauptversammlung.at](mailto:oberhammer.oberbank@hauptversammlung.at)
- (iii) Dr. Christian Temmel, MBA, lawyer  
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH  
Schottenring 14, 1010 Vienna  
[temmel.oberbank@hauptversammlung.at](mailto:temmel.oberbank@hauptversammlung.at)
- (iv) Dr. Christoph Nauer, LL.M., lawyer  
c/o bpv Hügel Rechtsanwälte GmbH  
ARES-Tower, Donau-City-Strasse 11, 1220 Vienns  
[nauer.oberbank@hauptversammlung.at](mailto:nauer.oberbank@hauptversammlung.at)

For the appointment of these special voting right representatives, forms for both the allocation and revocation of a proxy are available from the company website under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung). Use of these forms is obligatory.

As proof of your identity as a stockholder, we would request that in the box in the proxy form foreseen for the purpose, you state the e-mail address that is to be used for the dispatch to the voting right representatives of instructions, motions or objections, as well as for questions and verbal contributions directed to the company.

In your interests, proxies should arrive by **4.00 p.m. CEST on 18 May 2020** using one of the subsequently listed means of communications.

### **E-mail**

Proxies can be sent to the special voting right representatives **per e-mail** at the previously stated address of the person of your choice. This type of communication will provide your selected voting right representative will direct access to the instruction.

In addition, the following communication methods and addresses are available for the provision of proxies:

**Per post or courier**

Oberbank AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel

**Per telefax:**

+43 (0) 1 8900 500-46

Pursuant to § 114 Para 1 Clause 4 Stock Corporation Act, also possible from financial institutes **via SWIFT:**

OBKLAT2L  
(Message type MT598, in the case of ordinary shares the code ISIN AT0000625108 and for preferred shares the code ISIN AT0000625132 must be stated in the text)

A personal handover of the proxy at the meeting venue is expressly excluded.

During the allocation of a proxy to another person, it should be noted that by means of an effective proxy chain (sub-proxy), it must be ensured that one of the four special, voting right representatives is personally authorised to exercise the voting right and rights to submit motions and raise objections during the Annual General Meeting. Pursuant to § 3 Para 4 COVID-19-GesV, the authorisation of a person other than the four special voting right representatives for the exercise of these rights at the Annual General Meeting is not allowed. However, it is permitted to empower other persons for the exercise of additional rights and in particular the right to information and speak.

The aforementioned regulations regarding the allocation of proxies also apply analogously to their revocation. If the proxy is revoked after **4.00 p.m. CEST on 18 May 2020**, we recommend that the revocation is sent by e-mail or telefax to the affected voting right representative, as otherwise punctual receipt cannot be guaranteed.

**Instructions to the special voting right representatives**

The special voting right representatives will only exercise the voting right and the rights to submit motions and raise objections subject to instructions. If no instruction has been given regarding a resolution, the voting right representative will abstain from voting. Equally, in the case of proposed resolutions for which an unclear instruction has been given (e.g. a simultaneous FOR or AGAINST the same resolution proposal), the voting right representative will also abstain.

Stockholders are requested to provide their instructions to their chosen voting right representative using the section of the proxy form foreseen for this purpose, which will be available on the company website under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung) as from 29 April 2020. A form for the allocation of instructions is available together with the proxy authorisation on the company website under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung). We would request that you send the instructions per **e-mail** to the aforementioned address of your selected voting right representative. This type of communication will provide your chosen voting right representative will direct access to the instruction.

Instructions can be given together with the proxy authorisation, or at a later point in time. Instructions regarding the exercise of the voting right and the rights to submit motions and raise objections can be allocated both before and during, the Annual General Meeting, up to the respective time limit allocated by the chair. Up to these points in time, stockholders have an opportunity to alter previously allocated instructions, or issue new ones.

In view of the possibly large number of simultaneous attempts to make contact, it cannot be guaranteed that the voting right representatives will be reachable by telephone during the Annual General Meeting and therefore e-mails to the previously stated address of your voting right representative are to be employed as the sole means of communication. Every e-mail must identify the stockholder (stockholder's name/company, date of birth/company register number) and this declaration be concluded with a facsimile of the signature, or otherwise, e.g. through the name/company (§ 13 Para 2 Stock Corporation Act). In order to enable the voting right representative to determine the identity of the stockholder and correspondence with the account confirmation, in this case we would request that you also add your account number to the e-mail.

It should be noted that it may be necessary to interrupt the virtual Annual General Meeting briefly in order to carefully process instructions from stockholders to the voting right representatives received during the meeting.

### **Stockholders right to information and statements**

During 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 rights to information and to speak can only be exercised via electronic mail through an e-mail to the specially installed address [fragen.oberbank@hauptversammlung.at](mailto:fragen.oberbank@hauptversammlung.at). Please use the question form, which will be available at the latest by 29 April 2020 on the company website under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung) and add the completed and signed form to the e-mail as an attachment.

Should you send your questions or verbal contributions without using the question form, the identity of the stockholder must be given (stockholder's name/company, date of birth/company register number) and the declaration be concluded with a facsimile of the signature, or otherwise, e.g. through the name/company (§ 13 Para 2 Stock Corporation Act). In order to enable the company to determine the identity of the stockholder and correspondence with the account confirmation, in this case we would request that you also add your account number to the e-mail.

If the right to information and/or speak is to be exercised by a proxy, a written authorisation must be provided. Please note that the special voting right representatives cannot be empowered to exercise the right to information and/or speak.

Stockholders are requested to already send all questions in written form by e-mail to the [fragen.oberbank@hauptversammlung.at](mailto:fragen.oberbank@hauptversammlung.at) during the run-up to the Annual General Meeting and in such good time that they are received by the company on **15 May 2020** at the latest. This will allow the Management Board to complete the most precise preparations possible and hence a rapid response to the questions asked.

During the Annual General Meeting stockholders also have an opportunity to communicate their questions and statements, electronically and solely in written form, directly to the company at its e-mail address [fragen.oberbank@hauptversammlung.at](mailto:fragen.oberbank@hauptversammlung.at). Please note, that in the course of the Annual General Meeting the chair can impose reasonable time limits in this connection.

Pursuant to the stipulations contained in § 118 Stock Corporation Act, the questions received by the company will be read out and answered.

## **Convocation**

In addition, attention is drawn to the convocation from 22 April 2020 and in particular the request for the punctual provision of the account confirmation for the exercise of stockholder rights during the virtual Annual General Meeting on 20 May 2020.

The Management Board