

## Convocation<sup>1</sup> of the 144th Ordinary Annual General Meeting

of

**Oberbank AG**

Linz

FN 79063 w

ISIN AT0000625108

(“Company”)

Unique identifier of the event: AT0000625108202405130800

We herewith invite our stockholders to the 144<sup>th</sup> Ordinary Annual General Meeting of the Oberbank AG to be held on **Monday, 13 May 2024 at 10:00 a.m.**, CEST in the Donauforum of Oberbank AG, Untere Donaulände 28, 4020 Linz

### **I. AGENDA**

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
2. Resolution concerning the distribution of the net profit reported in the financial statements for the 2023 financial year
3. Resolution regarding the granting of discharge to the members of the Management Board for the 2023 financial year
4. Resolution regarding the granting of discharge to the members of the Supervisory Board for the 2023 financial year
5. Election to the Supervisory Board.
6. Selection of the bank auditor 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
7. Selection of the bank auditor for the Slovakian branch for the 2024 financial year
8. Resolution regarding the remuneration report
9. Resolution regarding the change to the articles contained in § 3
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.

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<sup>1</sup> Only the text of the following announcements published in German is legally binding

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.
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.

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

In particular as from **22 April 2024** at the latest, in accordance with § 108 Para. 3 and 4 Austrian Stock Corporation Act, the following documents will be available for perusal on the company Internet website entered in the company register under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung)

- The annual financial statements with the management report,
- The consolidated financial statements and management report including the group sustainability report,
- The (consolidated) corporate governance report,
- The proposal for the distribution of profits,
- The report of the Oberbank AG Supervisory Board,
- The respective remuneration reports for the Management and Supervisory Boards for the 2023 financial year,
  
- Proposed resolutions regarding the agenda Items 2 to 12,
- Comparison of the Articles of Association,
- Declarations of the candidates from the Supervisory Board elections to TOP 5 pursuant to § 87 Para. 2 Austrian Stock Corporation Act including curriculum vitae,
- Forms for the allocation of a proxy,
- Forms for the allocation of a proxy and instruction to an independent voting right representative,
- Form for the revocation of a proxy,
- Complete text of this convocation

### III. RECORD DAY AND ENTITLEMENT TO PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and 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 3 May 2024** (12 midnight, CEST) (**record day**).

Persons shall only be entitled to participate in the Annual General Meeting when on the record day they are stockholders and have proven this to the company.

As proof of share ownership on the record date, at the latest an account confirmation in accordance with § 10a of the Austrian Stock Corporation Act must be received by the company by **7 May 2024** (midnight, CEST) solely at one of the subsequent addresses and using one of the following means of communication:

- |      |  |
|------|--|
| (i)  | For the provision of the account confirmation in text form, which pursuant to § 19 Para 3 satisfies the Articles of Association:                                       |
|      | Per telefax: +43 (0) 1 8900 500 50   |
|      | Per e-mail: <a href="mailto:anmeldung.oberbank@hauptversammlung.at">anmeldung.oberbank@hauptversammlung.at</a><br>(Please send the account confirmation in PDF format) |
| (ii) | For the provision of the account confirmation in written form per post or courier  |
|      | Oberbank AG<br>c/o HV-Veranstaltungsservice GmbH<br>Köppel 60<br>8242 St. Lorenzen am Wechsel  |
|      | Per SWIFT: OBKLAT2L<br>(Message type MT598, the code ISIN AT0000625108 must be stated in the text)   |

Stockholders are requested to contact the financial institute managing their account in order to initiate the issue and transfer of an account confirmation.

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

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

The 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 (§ 10a Para.2 Austrian Stock Corporation Act):

- 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 AT0000625108 (standard international securities registration number),
- Account number, securities account number or another designation,
- Date or period to which the account confirmation relates.

The account confirmation as proof of ownership and hence participation in the Annual General Meeting must relate to the end of the record day, i.e. **3 May 2024** (midnight, CEST).

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

### **Proof of identity**

Oberbank AG reserves the right to verify the identity of persons attending the meeting. Should identity verification prove impossible, entry may be refused.

Shareholders and their proxies are therefore requested to have a valid official photo ID ready for identification.

Should you come to the Annual General Meeting as a proxy, please take the power of attorney with you in addition to the official photo ID. If the original of the power of attorney has already been sent to the company, you will facilitate admission if you present a copy of the power of attorney.

Should you represent a legal entity at the Annual General Meeting as a corporate body, in addition to an official photo ID, please bring proof that you are authorised to represent the legal entity individually (extract from the company register, in the case of collective representation, additional power of attorney from the co-CEO).

## **IV. EMPOWERMENT OF A SPECIAL VOTING RIGHT REPRESENTATIVE AND THE RELATED PROCEDURE TO BE FOLLOWED**

Every stockholder that has an entitlement to participate in the Annual General Meeting and has proven this to the company in accordance with the stipulations contained in Item III of this convocation, has the right to empower a special voting right representative, who participates in the Annual General Meeting on behalf of the stockholder and enjoys the same rights as the stockholder that he/she is representing.

The proxy must be granted to a specific person (a natural person or a legal entity) in text form (§ 13 Para. 2 Austrian Stock Corporation Act), whereby several persons may also be authorised.

The granting of a proxy is possible both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of proxies:

Per post or courier	Oberbank AG c/o Notariat Mag. Rüdiger Kriegleder Hauptplatz 21 (Elefantenhaus) 4020 Linz
Per telefax	+ 43 (0) 1 8900 500 50
Per e-mail	<a href="mailto:anmeldung.oberbank@hauptversammlung.at">anmeldung.oberbank@hauptversammlung.at</a> (Please send proxies in PDF format)
From banking institutes pursuant to § 114 Para.1 no. 4 Austrian Stock Corporation Act also possible per SWIFT:	OBKLAT2L (Message type MT599, the code ISIN AT0000625108 must be stated in the text)
In person	During registration for the Annual General Meeting at the venue

Proxies must be received at one of the aforementioned addresses no later than **10 May 2024, 3:00 p.m.**, CEST, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy will be available on the company's website at [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung) no later than **22 April 2024**. In the interests of smooth processing, we would request that you always use the forms provided.

Details of the authorisation, in particular regarding the text form and the content of the proxy, can be found in the proxy form provided to stockholders.

Should the stockholder have granted power of attorney to the depositary financial institution (§10a Austrian Stock Corporation Act), it shall suffice if, in addition to the deposit confirmation, the latter submits a declaration to the company that it has been granted power of attorney by the means provided for its communication.

Stockholders may exercise their rights at the Annual General Meeting in person even after the revocation of the allocation of a proxy. An appearance in person shall be deemed as a withdrawal of a previously granted proxy.

The aforementioned provisions regarding the granting of proxy apply mutatis mutandis to a proxy revocation.

It is not obligatory for stockholders wishing to authorise a proxy to appoint the independent voting right representatives named under Item V., Dr. Michael Knap or Mag. Gernot Wilfling, as a proxy.

#### **V. POSSIBILITY TO APPOINT AN INDEPENDENT VOTING RIGHTS REPRESENTATIVE AND THE PROCEDURES TO BE COMPLIED WITH THEREBY**

As a special service, the costs of which are borne by the company, the two independent voting rights representatives listed below are available to stockholders for the exercise as instructed of their rights, and in particular voting rights, at the Annual General Meeting.

- (i) Dr. Michael Knap  
Honorary President of the Austrian Shareholders Association  
E-mail: [knap.oberbank@hauptversammlung.at](mailto:knap.oberbank@hauptversammlung.at)
  
- (ii) Mag. Gernot Wilfling, lawyer  
Müller Partner Rechtsanwälte GmbH  
E-mail: [wilfling.oberbank@hauptversammlung.at](mailto:wilfling.oberbank@hauptversammlung.at)

The independent proxies will exercise voting rights at the Annual General Meeting exclusively on the basis of and within the limits of the voting instructions issued by the respective stockholder regarding the individual agenda items.

A **special proxy form** can be downloaded from the company's website at [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung).

This form contains further information on the granting of a proxy and the prescribed procedure. **Proxies to the special voting right representatives can be sent by e-mail to the address provided above** of the person you have selected. This method of transfer provides the proxy you have chosen immediate access to the power of attorney.

Proxies must be received at one of the aforementioned addresses no later than **10 May 2024, 3:00 p.m.**, CEST, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

Stockholders may exercise their rights at the Annual General Meeting in person even after the revocation of the allocation of a proxy. An appearance in person shall be deemed as a withdrawal of a previously granted proxy.

The aforementioned provisions regarding the granting of proxy apply mutatis mutandis to a revocation.

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

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

Stockholders, who have held combined interests amounting to 5% of share capital for at least three months prior to making a request, shall be entitled to submit a written proposal that **supplementary items be added to the agenda** of this Annual General Meeting and made public, if at the latest this request is received by the company in written form by post or courier on **22 April 2024** solely at the address **Oberbank AG, Secretariat & Communications Department, Mag. Andreas Pachinger pers., Untere Donaulände 28, 4020 Linz** by the end of normal business hours, i.e. by 4.00 p.m., CEST, or if at the latest this request is sent to the company by e-mail, with a qualified electronic signature, to the e-mail address [andreas.pachinger@oberbank.at](mailto:andreas.pachinger@oberbank.at), or by SWIFT to the address OBKLAT2L by midnight, CEST, on **22 April 2024**. “In written form” means signed by hand, or in the company name of each proposer, or if by email, by qualified electronic signature, or if by SWIFT, by Message Type MT599, whereby it is essential that ISIN AT0000625108 is quoted in the text.

Every agenda item thus requested shall be accompanied by a resolution proposal including the related reasons. The agenda item and the proposed resolution, but not its justification, must in all cases also be in German, whereby in the event of a contradiction between the German and the text in another language, the German text shall take precedence. Pursuant to § 10a of the Austrian 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 % of share capital in combination, the account confirmations must refer to the same date (day, time).

With regard to the other account confirmation requirements, reference should be made to the information regarding the entitlement to participate (Item III).

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

Stockholders, whose interests amount to 1% of share capital, shall be entitled to submit **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 by post or courier at the address **Oberbank AG, Secretariat & Communications Department, Mag. Andreas Pachinger pers., Untere Donaulände 28, 4020 Linz** by the end of normal business hours, i.e. by 4.00 p.m., CEST on **30 April 2024**, or if such a request is made to the company by e-mail no later than **30 April 2024**, midnight, CEST, to the e-mail address [andreas.pachinger@oberbank.at](mailto:andreas.pachinger@oberbank.at), whereby the request shall be added in written form, for example as a PDF, or by telefax to +43 732 7802 37555. Insofar as pursuant to § 13 Para. 2 Austrian Stock Corporation Act the written form is obligatory, the declaration must be provided in a certificate, or in a different form of written characters suitable for permanent reproduction. In addition, the person making the declaration shall be named and the conclusion of the declaration made evident by a facsimile of the signature or other recognisable means. The proposed resolution, but not the related reasons, must also be provided in German, whereby in the case of contradictions between the German text and that in another language, the former will take precedence.

In the case of a **proposal relating to the election of a Supervisory Board member**, pursuant to § 87 Para. 2 Austrian Stock Corporation Act the reasons will be replaced by the declaration of the suggested personage.

In accordance with § 10a Austrian Stock Corporation Act, proof of share ownership shall be proven by the presentation of an account confirmation that may not be more than seven days old. In the case of several stockholders, who only jointly hold the required 1% of share capital, the account confirmations for all stockholders must be received at the same point in time (day, time).

As far as the other requirements regarding an account confirmation are concerned, attention is drawn to the information relating to an entitlement to participation (Item III).

## **3. Information pursuant to § 110 Para. 2 Clause 2 in conjunction with § 86 Para. 7 and 9 Austrian Stock Corporation Act**

The company offers the following information regarding Item 5 on the agenda, "Election to the Supervisory Board" and the possible proposal of corresponding nominations by stockholders pursuant to § 110 Austrian Stock Corporation Act:



At present, the Oberbank AG Supervisory Board consists of ten members elected by the Annual General Meeting (capital representatives) and five representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the ten capital representatives seven are men and three are women, while of the employee representatives two are men and three are women.

Oberbank AG is subject to the application of § 86 Para. 7 Austrian Stock Corporation Act and must meet 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 employee representatives raised objections 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 of the minimum percentage requirement is not separate but overall.

§11 Para. 1 of the Articles of Association of Oberbank AG stipulates that the Supervisory Board must consist of a minimum of three and a maximum of fifteen members.

At the end of the upcoming Annual General Meeting, two members as capital representatives will stand down from the Supervisory Board and therefore two members are to be elected in order that the total of ten capital representatives, established by the Annual General Meeting, is restored.

Should Item 5 of the agenda “Election to the Supervisory Board” fail to produce an increase or decrease in the number of members within the scope of the Articles of Association and § 86 Para. 1 of the Austrian Stock Corporation Act, in the case of the granting of nomination proposals by stockholders, it should be noted that if these are accepted at least five women must belong to the Supervisory Board.

#### **4. Stockholders right to information pursuant to § 118 Austrian 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 status 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 its provision would represent a criminal offence. Information may also be refused if it was available continuously on the company's website in the form of

questions and answers for at least seven days prior to the start of the Annual General Meeting.

In general requests for information during the Annual General Meeting are to be made verbally, but written requests are also welcome.

Please note, that during the Annual General Meeting **the chair can impose reasonable time limits** in connection with questions.

Questions requiring lengthy preparation should be submitted in text form to the Management Board in good time before the Annual General Meeting in order to ensure the economy of the meeting. Questions may be submitted to the company either to Oberbank AG, Abteilung Sekretariat & Kommunikation, Mag. Andreas Pachinger pers., 4020 Linz, Untere Donaulände 28, or by e-mail to [fragen.oberbank@hauptversammlung.at](mailto:fragen.oberbank@hauptversammlung.at) no later than **10 May 2024**, 3:00 p.m., CEST. After this time, and in particular during the Annual General Meeting, it will not be possible to submit questions to the company electronically.

#### **5. Stockholder motions at the Annual General Meeting pursuant to § 119 Austrian Stock Corporation Act**

Irrespective of the holding of a certain percentage of shares every stockholder shall be entitled to move a motion regarding any of the items on the agenda of the Annual General Meeting. If there are several motions relating to an item on the agenda, the chair shall determine the order of voting in accordance with § 119 Para.3 Austrian Stock Corporations Act.

However, a **stockholder motion with respect to the election of a Supervisory Board member** presupposes the punctual communication in accordance with § 110 Austrian Stock Corporation Act: persons may only be proposed for election to the Supervisory Board (Item 5 of the agenda) by stockholders jointly holding at least 1% of share capital. Such proposals must be sent to the company in the aforementioned manner (Item VI Para. 2) by **30 April 2024** at the latest. Every electoral proposal must be accompanied by a declaration pursuant to § 87 Para. 2 Austrian Stock Corporation Act 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.

Otherwise the stockholder motion with respect to the election of a member of the Supervisory Board may not be included during voting.

As far as information pursuant to § 110 Para. 2 Clause 2 in conjunction with § 86 Para. 7 and 9 Austrian Stock Corporation Act is concerned; attention is drawn to Item VI Para. 3.

## 6. Information regarding the protection of stockholder data

**Oberbank AG** processes **personal data** of the stockholders (in particular that pursuant to § 10a Para. 2 Austrian 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 Annual General Meeting.

According to the Austrian Stock Corporation Act, the handling 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 service 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 a **data protection law agreement** with these service companies.

Should a stockholder participate in the Annual General Meeting, the special voting right representatives, 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 Austrian 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 stockholder data (in particular the list of participants) as part of the notarial protocol to the **Company Register** (§ 120 Austrian Stock Corporation Act)

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

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

## **VII. ADDITIONAL INFORMATION AND INSTRUCTIONS**

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

At the date of the convocation of the Annual General Meeting, company share capital totalled EUR 105,921,900 divided into 70,614,600 ordinary bearer shares. Every ordinary bearer share guarantees a vote.

At the date of the convocation of the Annual General Meeting, the company held 9.595 ordinary shares as treasury shares. No rights, including voting rights, are attached to these shares. Therefore, 418 ordinary shares are declared null and void in accordance with § 67 and § 262 Para. 29 of the Austrian Stock Corporation Act.

### **2. Admission and registration**

Admission to the Annual General Meeting begins at 8:30 a.m., CEST. We would request that stockholders or their representatives to take into account the expected large number of participants in their time planning.

Linz, in April 2024

The Management Board