

Proposed Resolutions

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

- 1. Presentation of the established annual financial statements and the management report for the 2025 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 including the (consolidated) sustainability report) for the 2025 financial year.**

The aforementioned documentation can be studied on the company website under www.oberbank.at/hauptversammlung.

A resolution regarding this agenda item is not required.

- 2. Resolution concerning the distribution of the net profit reported in the financial statements for the 2025 financial year**

“The Management Board and the Supervisory Board propose that from the net profit of EUR 95,554,634.95 reported in the annual financial statements as at 31 December 2025, a dividend of EUR 1.35 per dividend bearing share be distributed and the remaining amount be carried forward to new account.

In addition, the Management Board and the Supervisory Board propose that 26 May 2026 be established as the payment date for the dividend.”

- 3. Resolution regarding the granting of discharge to the members of the Management Board for the 2025 financial year**

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2025 financial year be granted to all the members of the Oberbank AG Management Board.”

- 4. Resolution regarding the granting of discharge to the members of the Supervisory Board for the 2025 financial year**

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2025 financial year be granted to all the members of the Oberbank AG Supervisory Board.”

- 5. Election to the Supervisory Board**

As at the closing date of 31.12.2025, the Supervisory Board consisted of ten members elected by the Annual General Meeting.

Following the expiry of their mandates at the end of the Annual General Meeting, this year:

- Dr. Andreas König
- Dir. Gerhard Burtscher

will stand down.

Both gentlemen are available for re-election.

Following the 145th Ordinary Annual General Meeting held on 13 May 2025, the Supervisory Board consisted of ten members elected by the AGM and five members delegated by the Staff Council. Therefore, two members are to be elected by the AGM in order that this number is again achieved.

“The Supervisory Board proposes that

- Dr. Andreas König
and
- Dir. Gerhard Burtscher

be re-elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2030 financial year.”

Pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act each of the proposed candidates has provided a declaration, which together with detailed curriculum vitae is available on the website of the company at www.oberbank.at/hauptversammlung

The proposed candidates were assessed with regard to their professional suitability and personal reliability in accordance with the “EBA Guidelines on the assessment of the suitability of members of the management body and key function holders” and the “FMA circular on the suitability assessment of managing directors, supervisory board members and key function holders (Fit & Proper Circular)”, as well as the company's internal “Fit & Proper Policy”. During this assessment, the Nomination Committee assessed the knowledge, skills and experience, personal reliability, sufficient temporal availability and independence of the candidates. The Nomination Committee classified Dr. Andreas König as independent within the meaning of § 28a Paragraph 5b of the Austrian Banking Act (BWG). Dir. Gerhard Burtscher was not classified by the Nomination Committee as independent within the meaning of § 28a Paragraph 5b of the Austrian Banking Act (BWG) owing to the significant relationship between the Oberbank AG and the BTV Vier Länder Bank AG . The existence of (potential) conflicts of interest and the collective suitability of the Supervisory Board were also reviewed. These assessments resulted in a positive individual and collective evaluation.

During the election of members of the Supervisory Board, the AGM must take into consideration the criteria established in § 87 Para. 2a of the Austrian Stock Corporation Act, especially with regard to the specialist and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, the diversity aspects relating to the representation of both genders, the age structure and internationality of the members, and their professional reliability. The Oberbank AG Supervisory Board accounts for the stipulations contained in § 87 Para. 2a of the Austrian Stock Corporation Act.

At present the Oberbank AG Supervisory Board consists of ten members elected by the Annual General Meeting and five representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the ten capital representatives four are women and six are men, while of the five employee representatives three are women and two are men. The Supervisory Board thus consists of seven women and eight men, and therefore the percentage of women to 46.67%. Accordingly, pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act (AktG) as amended by Federal Law Gazette I 104/2017, the provisions of the draft law amending the Stock Corporation Act, the SE Act, and the Works Constitution Act to implement Directive (EU) 2022/2381, and which, according to the draft, is scheduled to come into force on 30 June 2026 (Corporate Law on Management Positions – GesLeiPoG), have been fulfilled.

Neither the majority of the capital representatives, nor that of the staff representatives raised an objection 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 with the minimum percentage requirement is not separate but overall.

6. Resolution regarding the determination of remuneration for the activities of the members of the Supervisory Board for the financial year 2026 and subsequent financial years

The Supervisory Board proposes the following resolution:

"The remuneration of the Board members elected by the General Meeting for their activities for the financial year 2026 and subsequent years (unless a future General Meeting decides otherwise) shall be set as follows:"

- Chairman of the Supervisory Board:	EUR 40,000.00 p.a.
- Deputy Chairman of the Supervisory Board:	EUR 35,000.00 p.a.
- Member of the Supervisory Board:	EUR 25,000.00 p.a.
- Member of the Audit Committee:	EUR 10,000.00 p.a.
- Member of the Risk Committee:	EUR 9,000.00 p.a.
- Member of the Remuneration Committee:	EUR 5,000.00 p.a.
- Member of the Nomination Committee:	EUR 6,000.00 p.a.
- Member of the Credit Committee:	EUR 10,000.00 p.a.
- Member of the Working Committee:	EUR 5,000.00 p.a.
- Member of the Sustainability Committee:	EUR 5,000.00 p.a.

No meeting fees are paid.

The remuneration is to be paid annually in arrears within thirty days of the Annual General Meeting that decides on the appropriation of profits for the relevant financial year. If a member of the Supervisory Board or a committee has not been a member of the respective body for the entire financial year, the remuneration will be granted on a pro rata basis (calculated on a daily basis). A pro rata adjustment also applies in the event of a change of the Chairman or Deputy Chairman of the Supervisory Board or in the event of a change of a committee member.

Members who perform their duties on a voluntary basis do not receive remuneration.

7. Selection of the bank auditors for the 2027 financial year and of the auditor for the (consolidated) sustainability report for the 2027 financial year.

An auditor must be chosen for the 2027 financial year.

Pursuant to § 43 Paragraph 1 of the Austrian Banking Act (BWG), the bank auditor must perform both the statutory audit and the audit of the sustainability ("one-stop audit").

Pursuant to § 63a Paragraph 4 Item 8 of the Austrian Banking Act (BWG), the Audit Committee of the Supervisory Board submitted a proposal for the appointment of the bank auditor and the auditor of the consolidated sustainability reporting and reported this to the Supervisory Board at its meeting on 25 March 2026.

The National Parliament passed the Sustainability Reporting Act (NaBeG) on 21 January 2026, published in the Federal Law Gazette (BGBl. I No. 6/2026) on 18

February 2026, and it has therefore been in force since the following day – 19 February 2026. The act regulates the sustainability reporting of companies and thus transposes into Austrian law the requirements that have long been mandatory throughout Europe through the Corporate Sustainability Reporting Directive (CSRD; Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting, OJ L 2022/322, 15).

The auditor for the financial statements and that for the sustainability report are to be elected by the Annual General Meeting.

“The Supervisory Board proposes that Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna be appointed as the auditor for the financial statements and the bank with regard to the individual and consolidated financial statements for the 2027 financial year, as well as the auditor of the consolidated sustainability report of the Oberbank AG for the financial year 2027.”

8. Selection of the bank auditor for the Slovakian branch for the 2026 financial year

Owing to the fact that pursuant to Slovakian law (Act No. 423/2015) non-independent EU branches are to be classified as public-interest entities, the appointment of the auditors for the Slovakian branch is to be undertaken by the Annual General Meeting.

“In accordance with § 270 Para. 1 Austrian Company Code, in conjunction with § 19 Para. 2 of the Slovakian Accounting Act, the Supervisory Board proposes that Deloitte Audit s.r.o. Bratislava, be entrusted with the auditing of the business activities of the EU branch of Oberbank AG in Slovakia for the 2026 financial year.”

9. Resolution regarding the remuneration report

Pursuant to §§ 78c and 98a of the Austrian Stock Corporation Act, the Management Board and Supervisory Board of a listed company must prepare a clear and understandable remuneration report that provides a comprehensive overview of the remuneration granted or owed to current and former members of the Management Board and Supervisory Board during the last financial year as part of the remuneration policy (§ 78a in conjunction with § 98a Austrian Stock Corporation Act), including all benefits in any form.

The remuneration report for the past financial year is to be presented to the Annual General Meeting for approval. The vote at the Annual General Meeting regarding the remuneration report has a recommendatory character. The proposal is non-contestable (§ 78d Para. 1 Austrian Stock Corporation Act).

“The Management and Supervisory Boards propose that the report regarding the remuneration of the members of the Oberbank AG Management and Supervisory Boards in the 2025 financial year as published on the company website for the preparation of the Annual General Meeting (www.oberbank.at/hauptversammlung) be approved.”

10. Resolution regarding remuneration policy

The Supervisory Board of a listed company is responsible for developing the principles for the remuneration of the members of the Management Board and the Supervisory Board pursuant to §78a in conjunction with §98a of the Austrian Stock Corporation Act (AktG). The vote on the remuneration policy at the Annual General Meeting is advisory. The resolution is not subject to legal challenge (§ 78b Para. 1 AktG).

“The Supervisory Board proposes that the remuneration policy regarding the principles for the remuneration of the members of the Management Board and the Supervisory Board of the company, as published on the company's website (www.oberbank.at/hauptversammlung) in preparation for the Annual General Meeting, be approved.”

- 11. Resolution regarding the revocation of the authorisation granted at the 144th Annual General Meeting on 13 May 2024 pursuant to §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 146th Annual General Meeting.**

The Management Board and Supervisory Boards propose that the following resolutions be adopted:

"a) Revocation of the authorisation granted at the 144th Annual General Meeting on 13 May 2024 for a period of 30 months regarding the acquisition of treasury shares to an idle amount in accordance with § 65 Para. 1 Clause 4 of the Austrian Stock Corporation Act.

b) Authorisation of the Management Board for a period of 30 months from the date of the resolution of the 146th Annual General Meeting to acquire treasury shares for the purpose of offering them to employees, executives and members of the Management or Supervisory Board of the company or an affiliated company in accordance with § 65 Para. 1 Clause 4 Austrian Stock Corporation Act up to 5% of the share capital.

The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 146th Annual General Meeting and thus terminate on 19 November 2028.”

- 12. Resolution regarding the revocation of the authorisation granted at the 144th Annual General Meeting on 13 May 2024 pursuant to §65 Para. 1 Clause 7 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 146th Annual General Meeting.**

The Management Board and Supervisory Boards propose that the following resolutions be adopted:

"a) Revocation of the authorisation granted at the 144th Annual General Meeting on 13 May 2024 for a period of 30 months in accordance with § 65 Para. 1 Clause 7 of the Austrian Stock Corporation Act, regarding the acquisition of treasury shares to an idle amount for the purpose of securities trading.

b) Authorisation of the Management Board pursuant to §65 Para. 1 Clause 7 of the Austrian Stock Corporation Act to acquire treasury shares for the purpose of securities trading subject to the proviso that the trading portfolio of the shares to be acquired for this purpose may not exceed the proportionate amount of 5% of the share capital at the end of each day.

The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 146th Annual General Meeting and thus terminate on 19 November 2028."

13. Resolution regarding the revocation of the authorisation of the Management Board granted by the 144th Annual General Meeting of 13 May 2024, 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 146th Annual General Meeting.

The Management Board and Supervisory Boards propose that the following resolutions be adopted:

"a) Revocation of the authorisation granted at the 144th Annual General Meeting on 13 May 2024 for a period of 30 months in accordance with § 65 Para. 1 Clause 8 of the Austrian Stock Corporation Act, regarding the acquisition of treasury shares to an idle amount.

b) Authorisation of the Management Board pursuant to §65 Para. 1 Clause 8 of the Austrian Stock Corporation Act to acquire treasury shares. Trading in treasury shares for the purpose of acquisition is expressly excluded. The proportion of shares to be acquired may not exceed 10% of the share capital. The equivalent value per no-par value share to be acquired may not exceed or fall below the average of the official standard prices for the shares of Oberbank AG determined on the Vienna Stock Exchange on the three trading days preceding the acquisition by more than 20%. The Management Board is authorised to resell treasury shares acquired on the basis of this resolution. The Management Board is obliged to publish the respective buyback programme, as well as its duration and any resale programme immediately prior to implementation in accordance with the provisions of the Austrian Stock Exchange Act. Each buyback and, if applicable, resale programme must comply with the principle of equal treatment of shareholders pursuant to §47a of the Austrian Stock Corporation Act.

The authorisation shall be valid for a period of thirty months from the date of the resolution of the 146th Annual General Meeting and thus terminate on 19 November 2028.”