

INFORMATION REGARDING STOCKHOLDER RIGHTS AT THE EXTRAORDINARY GENERAL MEETING ON 4 FEBRUARY 2020¹

Dear Stockholders,

With the following information we wish to provide you with a brief overview of the preconditions for participation and the most important stockholder rights.

Record day and participation in the General Meeting

The entitlement to attend the General Meeting and to exercise voting and other stockholder rights, which are to be asserted in the course of the proceedings, is based on share ownership at the end of **25 January 2020, midnight, CET** (record day).

Persons are only entitled to attend the General Meeting when at the end of the record day they are stockholders and proves this fact to the company.

Proof of share ownership on this date in the form of account confirmation pursuant to § 10a of the Stock Corporation Act must be received by the company by **30 January 2020, midnight, CET** at the latest.

Account confirmations are drawn up by the banking institute administering the account and are sent directly to the company. Please inform your banking institute that you wish to participate in the General Assembly well before the record day.

Account confirmation pursuant to § 10a Austrian Stock Corporation Act

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:

- Information concerning the issuer: name/company and address or a standard code employed during transactions between financial institutions (BIC)
- 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 for ordinary shares, ISIN AT0000625132 for preferred shares
- Account number or another designation
- Date to which the account confirmation refers

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

¹ Alone the text of the following announcement published in German is legally binding.

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

(i)	For the provision of account confirmation in written form, which is adequate pursuant to § 19 Para. 3 of the articles: Per fax: +43 732 7802-37556 Per e-mail hauptversammlung@oberbank.at (please provide the account confirmation in PDF format)
(ii)	For the provision of account confirmation in written form: Per post or messenger Oberbank AG Abteilung ZSP/WV2 zH Markus Zehethofer Untere Donaulände 28 4020 Linz
	Per SWIFT OBKLAT2L (Message Type MT598. The following codes must be stated in the text: ISIN AT0000625108 for ordinary shares and ISIN AT000062513 for preferred shares)

The account confirmation as proof of a shareholding and hence an entitlement to attend the General Meeting must refer to the aforementioned record date, i.e. 25 January 2020, (midnight, CET, Vienna time).

The account confirmation as necessary proof of share ownership in connection with the exercise of stockholder rights pursuant to § 109 of the Stock Corporation Act (supplementation to the agenda) and § 109 of the Stock Corporation Act (resolution proposals from stockholders) may not be older than seven days upon the date of its receipt by the company.

The account confirmation as necessary proof of share ownership in connection with the exercise of stockholder rights pursuant to § 109 of the Stock Corporation Act (supplementation to the agenda) must affirm that the proposers have been in uninterrupted possession of the shares for a minimum of three months prior to the placing of the request.

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

Access to the General Meeting

The provision of account confirmation serves simultaneously as registration for the 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 General Meeting as proof of their identity.

Should you be attending the General Meeting as a proxy, apart from the official ID with photograph please bring the authorisation with you. If the original proxy document has already been sent to the company, your access to the meeting will be simplified if you can produce a copy.

Oberbank AG retains the right to determine the identity of the persons arriving at the Meeting. Should a confirmation of identity prove impossible, entry can be refused.

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

Every stockholder with an entitlement to attend the General Meeting has the right to appoint a proxy, who will participate in the 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 (§ 13 Para. 2 Stock Corporation Act), whereby several persons may also be granted the proxy. A proxy can be allocated both before and during the General Meeting. Stockholders may also exercise their rights at the General Meeting even after the allocation of a proxy. Personal attendance is seen as a revocation of the previously allocated proxy.

The company itself or a member of either the Management or Supervisory Board may only exercise a voting right as a proxy when the stockholder has provided an express instruction regarding the exercise of the voting right with regard to the individual items on the agenda.

Forms for proxies and their revocation can be called up from the company Internet 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 cannot or do not wish to attend the General Meeting in person, Mag. Dr. Wilhelm Rasinger from the Interessenverband für Anleger, IVA, Feldmühlgasse 22, 1130 Vienna is available as a representative. As an independent voting proxy, Mag. Dr. Wilhelm Rasinger (or if need be a fully authorised deputy representative that he has appointed) will exercise the voting right in the 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 regarding an agenda item, an instruction for each single sub-item shall apply. In the case of additional agenda items, or altered resolution proposals that are not contained in the instruction form, Mag. Dr. Wilhelm Rasinger will abstain from voting. Please note that the voting right proxy does not accept instructions to address the meeting, raise objections to General Meeting resolutions, ask questions or make requests. The costs for the voting proxy will be borne by the company. Other costs and in particular those relating to bank charges for account confirmation or mail will be paid by the respective stockholder. Stockholders wishing to authorise a proxy are not obliged to appoint Mag. Dr. Wilhelm Rasinger as a representative. On the Internet website of the company www.oberbank.at/hauptversammlung, a special proxy allocation and revocation form is available for the authorisation of Mag. Dr. Wilhelm Rasinger (only in a German version). Should Mag. Dr. Wilhelm Rasinger be allocated a proxy, please send a copy of the authorisation by post, fax or e-mail to the IVA Interessensverband für Anleger. In addition, direct contact can be made with Mag. Dr. Wilhelm Rasinger by phone: +43 1 8763343-30, fax: +43 1 8763343-39 or e-mail: <mailto:wilhelm.rasinger@iva.or.at>

At the latest, a proxy allocated to Mag. Dr. Wilhelm Rasinger must be received at one of the following exclusive addresses by **Monday, 3 February 2020 at 3.00 p.m. (CET)**

Per post or messenger: Oberbank AG
Abteilung Sekretariat & Kommunikation
zH Mag. Gerald Straka
Untere Donaulände 28
4020 Linz

Per fax: +43 732 7802-37556

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

Only on the day of the General Meeting:

In person: Upon registration at the General Meeting venue

The company will hold the proxy in safekeeping.

The aforementioned regulations governing the allocation of the proxy also apply analogously to revocation.

Additions to the agenda by stockholders pursuant to § 109 Stock Corporation Act

Stockholders, who have held combined interests amounting to 5 per cent of share capital for at least three months prior to making a request, shall be entitled to make a written proposal that supplementary items be added to the agenda of this General Meeting and made public if at the latest, this request is received by the company in written form by post or messenger on **16 January 2020** (midnight, CET, Vienna time) at the exclusive address:

Oberbank AG
Abteilung Sekretariat & Kommunikation
z.H. Mag. Andreas Pachinger
Untere Donaulände 28
4020 Linz

Every agenda item thus requested shall be accompanied by a resolution proposal including the related reasons. Pursuant to § 10a of the 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 per cent of share capital in combination, the account confirmations must refer to the same date (day, time).

Proposed agenda resolutions from stockholders pursuant §110 Stock Corporation Act

Stockholders, whose interests amount to 1 per cent of share capital, shall be entitled to make 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 on **24 January 2020** (midnight, CET, Vienna time) either:

Per post or messenger: Oberbank AG
Abteilung Sekretariat & Kommunikation
zH Mag. Gerald Straka
Untere Donaulände 28
4020 Linz

Per fax: +43 732 7802-37556

Per e-mail: hauptversammlung@oberbank.at, whereby the proposal must be attached to the mail in text form, e.g. as a PDF.

Pursuant to § 10a of the Austrian Stock Corporation Act, proof of stock ownership requires the presentation of an account confirmation, which upon receipt by the company may not be more than seven days old. 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 refer to the same date (day, time).

Stockholders' right to information pursuant to § 118 Stock Corporation Act

At the 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 and business relationships of the company to an affiliate, as well as the position of the group and the companies contained in the consolidated financial statements.

The information shall correspond with the principles of conscientious and honest accountability.

Information may be withheld, when:

1. According to reasonable entrepreneurial judgement its provision is seen as being suitable to cause the company or an affiliate considerable disadvantage
- or
2. Its provision would represent a criminal offence.

Every stockholder participating in the General Meeting has a right to information. This not only applies to the stockholders in person, but also their legal or authorised representatives.

Answers to questions that would require lengthy preparation should be sent to the Management Board in written form prior to the General Meeting and in good time, in order that the economy of the meeting is preserved. Questions can be directed to the company either by a fax to +43 732 7802 37556, to Oberbank AG, Abteilung Sekretariat & Kommunikation, z.H. Mag. Andreas Pachinger, Untere Donaulände 28, 4020 Linz, or e-mail to hauptversammlung@oberbank.at.

Information regarding the rights of stockholders to propose resolutions to the General Meeting pursuant to §119 Stock Corporation Act

Every stockholder, irrespective of the holding of a certain percentage of shares, shall be entitled to propose a resolution regarding each of the items on the agenda of the General Meeting. Should several motions have been submitted for an item on the agenda, in accordance with § 119 Para. 3 Stock Corporation Act, the chairperson shall determine the voting sequence.

A vote regarding a proposed resolution, which was made known pursuant to § 110 Para. 1 Stock Corporation Act is only necessary when it is repeated in the meeting as a motion.