

INVITATION<sup>1</sup>  
to the  
**134th Annual General Meeting**  
of Oberbank AG stockholders  
to be held on Tuesday, May 13, 2014, at 10.00 a.m.  
in the Oberbank AG Donauforum, Untere Donaulände 28, 4020 Linz

AGENDA

1. Presentation of the established annual financial statements and the financial statements for the 2013 financial year with the report of the Supervisory Board and the corporate governance report; presentation of the consolidated financial statements and the group management report for the 2013 financial year.
2. Passing of a resolution concerning the distribution of the net profit for the 2013 financial year.
3. Passing of a resolution regarding the granting of discharge to the members of the Management Board and the Supervisory Board for the 2013 financial year.
4. Election to the Supervisory Board.
5. Passing of a resolution regarding the determination of the remuneration to the members of the Supervisory Board for the 2014 and subsequent financial years.
6. Selection of the bank auditors for the 2014 financial year.

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<sup>1</sup> Alone the text of the following announcement published in German is legally binding.

7. Passing of a resolution regarding the revocation of the authorisation of the Management Board granted by the 132nd Annual General Meeting of May 8, 2012, pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act, for the purchase of own shares of an unused amount subject to the simultaneous authorisation of the Management Board to purchase own shares amounting to up to 5% of share capital for the purpose of a purchase offer to employees, managerial personnel and members of the Management and Supervisory Boards of the company, or an associate, during a period of 30 months from the date of the passing of the resolution by the 134th Annual General Meeting pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act.
8. Passing of a resolution regarding the revocation of the authorisation of the Management Board granted by the 132nd Annual General Meeting of May 8, 2012, pursuant to §65 Para.1 Clause 7 of the Austrian Stock Corporation Act, for the purchase of own shares of an unused amount subject to the simultaneous authorisation of the Management Board to purchase own shares up to 5% of share capital for the purpose of securities trading during a period of 30 months from the date of the passing of the resolution by the 134th Annual General Meeting pursuant to §65 Para.1 Clause 7 of the Austrian Stock Corporation Act.
9. Passing of a resolution regarding the revocation of the authorisation of the Management Board granted by the 132nd Annual General Meeting of May 8, 2012, pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act, for the purchase of own shares of an unused amount subject to the simultaneous authorisation of the Management Board to purchase own shares up to 10% of share capital for neutral purposes during a period of 30 months from the date of the passing of the resolution by the 134th Annual General Meeting pursuant to §65 Para.1 Clause 8 of the Austrian Stock Corporation Act
10. Passing of a resolution regarding the changes to the articles in § 19 and § 25.

## **DOCUMENTATION FOR THE ANNUAL GENERAL MEETING**

From April 22, 2014, the following documents will be available for perusal on the company Internet website under [www.oberbank.at](http://www.oberbank.at):

- Annual financial statements with management report,

- Corporate governance report,
- Consolidated financial statements with group management report,
- Proposal for the distribution of profits,
- Report of the Supervisory Board,  
all for the 2013 financial year;
- Proposed resolutions
- Curriculum vitae and declarations of the candidates from the Supervisory Board elections to TOP 4 pursuant to § 87 Para. 2 Austrian Stock Corporation Act
- Comparison of the articles of association
- Form for the allocation of a proxy
- Form for the revocation of a proxy
- Complete text of this invitation

From April 22, 2014, at the latest the aforementioned documents will be available for perusal by stockholders in the offices of company headquarters under the auspices of Mag. Andreas Pachinger, Secretariat & Communications Department, Untere Donaulände 28, 4020 Linz.

Upon request, each stockholder will receive copies of these documents immediately and free of charge.

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

Stockholders, whose combined interests amount to 5 per cent of share capital shall be entitled to make a written request that additional items be added to the agenda of this Annual General Meeting and made known, subject to the proviso that they have owned their shares for a period of three months prior to placing this request. Such a request will only be considered when received in written form by the company by April 22, 2014 at the latest at the address: Mag. Andreas Pachinger, Abteilung Sekretariat & Kommunikation, Untere Donaulände 28, 4020 Linz. Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient as proof of the fact that the proposing stockholder has owned the shares for at least three months prior to moving the motion. This confirmation should not be older than seven days on the date of presentation to the company. With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting.

Stockholders, whose combined interests amount to 1 per cent of share capital, shall be entitled to make proposals accompanied by reasons concerning resolutions relating to every item on the agenda and to require that these suggestions including the reasons be made accessible on the Internet homepage of the company, when these proposals are received by the company in written form by May 2, 2014 at the latest, either by fax to +43 732 78-58 12, by post to Mag. Andreas Pachinger, Abteilung Sekretariat & Kommunikation, Untere Donaulände 28, 4020 Linz, or by e-mail [sek@oberbank.at](mailto:sek@oberbank.at), whereby the proposal should be attached to the e-mail as text, for example as a PDF. Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient as proof of share ownership. This confirmation should not be older than seven days on the date of presentation to the company. With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting.

Upon request, at the meeting 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.

More detailed information concerning these stockholder rights pursuant to §§ 109, 110 and 118 of the Austrian Stock Corporation Act are available immediately on the company's Internet homepage [www.oberbank.at](http://www.oberbank.at).

## **RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The entitlement to attend the Annual General Meeting and to 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 May 3, 2014 (record day).

Persons are only entitled to attend the Annual General Meeting when on this date they are stockholders and this has been proven to the company.

Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient as proof of share ownership on the record date. The company must receive this confirmation by May 8, 2013 at the latest, only at one of the following addresses:

By post or messenger: Oberbank AG  
Abteilung ZSP/WV2

z.H. Herrn Markus Zehethofer  
Untere Donaulände 28  
4020 Linz

or

Per Telefax: +43 732 77 89 40

or

Per SWIFT: OBKLAT2L

Message Type MT598. The following codes must be stated:

Ordinary shares: ISIN AT0000625108

Preferred shares: ISIN AT0000625132

or

Per e-mail: [markus.zehethofer@oberbank.at](mailto:markus.zehethofer@oberbank.at) whereby the account confirmation must be attached to the e-mail, for example as a PDF.

### **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 (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,
- Account number or another designation,
- Date or period to which the account confirmation relates.

The account confirmation as evidence of share ownership must relate to the aforementioned record date of May 3, 2014.

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

## REPRESENTATION BY PROXY HOLDERS

Every stockholder with an entitlement to attend the Annual General Meeting has the right to appoint a proxy, who will participate in the Annual 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.

The proxy must be received by the company only at one of the following addresses by 3.00 p.m. on Monday, May 12, 2014 at the latest:

By post: Oberbank AG  
Abteilung Sekretariat & Kommunikation  
z.H. Frau Kerstin Gahleitner  
Untere Donaulände 28  
4020 Linz

Per fax: +43 732 78-58 12

Per e-mail: [sek@oberbank.at](mailto:sek@oberbank.at), whereby the proxy must be attached to the e-mail, for example as a PDF.

On the date of the Annual General Meeting, exclusively:

In person: by registration at the Annual General Meeting at the meeting venue

Forms for the allocation and revocation of proxies will be sent upon request and can also be called up on the company's Internet website under [www.oberbank.at](http://www.oberbank.at).

The aforementioned regulations regarding the allocation of a proxy also apply correspondingly to the revocation of a proxy.

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.

**Total number of shares and voting rights**

At the date of the calling of the Annual General Meeting, company share capital totalled EUR 86,349,375 divided into 25,783,125 ordinary and 3,000,000 preferred shares. Every ordinary share guarantees a vote. At the date of the calling of the Annual General Meeting, the company held 19,941 ordinary shares as own shares. No rights are attached to these shares. Therefore, 8,425 ordinary shares are declared null and void in accordance with § 67 and § 262 Para 29 of the Austrian Stock Corporation Act. Accordingly, at the date of the calling of the Annual General Meeting, shares bearing voting rights totalled 25,754,759.

**Admission and registration**

Admission to the Annual General Meeting will commence at 9.30 a.m. Registration requires the presentation of valid official ID with photograph.

Linz, im April 2014

The Management Board