

## **INFORMATION CONCERNING THE RIGHTS OF STOCKHOLDERS PURSUANT TO §§ 109, 110 AND 118 OF THE AUSTRIAN STOCK CORPORATION ACT IN CONNECTION WITH THE 135TH ANNUAL GENERAL MEETING CALLED FOR MAY 19TH 2015**

### **Additions to the agenda pursuant to § 109 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 the next Annual General Meeting and made known. Every agenda item shall be accompanied by a proposed resolution including the related reasons. The proposer must have owned shares for a period of at least three months prior to making the request. Such a request on the part of a stockholder will only be considered when received by the company in written form by April 28th 2015 at the latest.

Such stockholder requests may only be made in writing to

Oberbank AG  
Secretariat & Communications Department  
Mag. Andreas Pachinger pers.  
Untere Donaulände 28  
4020 Linz

Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient as proof of the standing as a stockholder, which is needed for the exercise of this stockholder right. In the case of several stockholders, who only jointly hold the required 5 per cent of share capital, the account confirmations for all stockholders must be received on the same date.

### **Proposed resolutions from stockholders pursuant to § 110 of the Austrian Stock Corporation Act**

Stockholders, whose combined interests amount to 1 per cent of share capital, shall be entitled to provide written suggestions concerning each item of the agenda for the next Annual General Meeting and require that these proposals together with the names of the stockholders involved, the related reasoning and any statements of the Management Board or the Supervisory Board shall be made accessible on the Internet homepage of the company. It is pointed out that every proposal regarding a resolution is to be accompanied by reasons. Such a request will only be considered when received by the company in written form by May 7th 2015 at the latest. In the case of a suggestion relating to the election of a Supervisory Board member [to TOP 4 elections to the Supervisory Board], the reasons are to be replaced by the declaration of the proposed person pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act. In this declaration, the person proposed shall present

his/her specialist qualifications, professional or comparable qualifications and any circumstances that could lead to concerns regarding a conflict of interests.

Such stockholder requests may only be made in writing to

Oberbank AG  
Secretariat & Communications Department  
Mag. Andreas Pachinger pers.  
Untere Donaulände 28  
4020 Linz

or

by fax to +43 732 78-58 12

or

by e-mail [sek@oberbank.at](mailto:sek@oberbank.at), whereby the request of the stockholder shall be attached to the e-mail in text form, e.g. as a PDF.

Every proposed resolution must also be presented in a German language version.

Account confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient as proof of the standing as a stockholder, which is needed for the exercise of this stockholder right. 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 received on the same date.

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

Account confirmation is to be issued by the financial institute managing the account, which must be based in a member state of the European Economic Area or in a state with full membership of the OECD.

Pursuant to § 10a of the Austrian Stock Corporation Act, 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,
- 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 9<sup>th</sup> 2015.

Account confirmations shall be drawn up in the German or English language and require the written form.

Account confirmations shall only be sent

By post or messenger: Oberbank AG  
Department ZSP/WV2  
Mr. Markus Zehethofer pers.  
Untere Donaulände 28  
4020 Linz

By fax to: +43 732 77 89 40

or

By SWIFT: OBKLAT2L  
Message Type MT598. The following codes must be stated:  
Ordinary shares: ISIN AT0000625108  
Preferred shares: ISIN AT0000625132

or

By e-mail to: [markus.zehethofer@oberbank.at](mailto:markus.zehethofer@oberbank.at), whereby the account confirmation shall be attached to the e-mail as, e.g. a PDF.

The account confirmation required as evidence of share ownership in connection with the exercise of stockholders' rights pursuant to § 109 Austrian Stock Corporation Act (additions to the agenda) and § 110 Austrian Stock Corporation Act (proposed resolutions from stockholders) shall not be older than seven days upon presentation to the company.

The account confirmation as the evidence required for share ownership in connection with the exercise of stockholders' rights pursuant to § 109 Austrian Stock Corporation Act (additions to the agenda) shall confirm that the proposer has had uninterrupted ownership of the shares for a minimum of three months prior to the placing of a request.

### **Information regarding the right of information pursuant to § 118 of the Austrian Stock Corporation Act**

Upon request at the Annual General 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. This obligation to provide information extends to the legal and business relationships with an affiliated company. If at the Annual General Meeting of a parent company (§ 244 Austrian Commercial Code) the consolidated financial statements and management report are available, the obligation to provide information extends to the status of the group and the companies included in the consolidated financial statements.

The information shall correspond with the principles of conscientious and accurate reporting.

Information may be withheld to the extent that:

1. according to a reasonable entrepreneurial judgement it would be capable of causing considerable disadvantage to the company or one of its affiliates, or
2. its provision would constitute an offence.

All stockholders attending the Annual General Meeting shall be entitled to information. This right shall apply not only to the stockholders in person, but also their legal or authorised representatives.

### **INFORMATION CONCERNING THE RIGHT OF STOCKHOLDERS TO MOVE MOTIONS AT THE ANNUAL GENERAL MEETING PURSUANT TO § 119 OF THE AUSTRIAN STOCK CORPORATION ACT**

At the Annual General Meeting, every stockholder shall be entitled to move a motion regarding each item on the agenda. The precondition is evidence of an entitlement to participate in line with the call to the meeting.

Attention is drawn expressly to the fact that persons may only be proposed for membership of the Supervisory Board (Item 4 of the agenda) by stockholders holding a combined total of at least 1 per cent of share capital. The company must receive such suggestions for election in the aforementioned form by May 7th 2015 at the latest. Pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act, each suggestion shall be accompanied by a declaration by the proposed candidate regarding his/her specialist qualifications, professional or comparable functions and information regarding any circumstances that could lead to concerns regarding a clash of interests. Moreover, during the Annual General Meeting stockholders may propose motions regarding any of the other items on the agenda, which did not require prior announcement.