

Proposed Resolutions

**for the 135th Annual General Meeting
on Tuesday, May 19th 2015 at 10.00 a.m.**

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. Presentation of the established annual financial statements and the management report for the 2014 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 2014 financial year.

The aforementioned documents are available on the Internet for perusal under [www.oberbank.at/Investor Relations/Hauptversammlung 2015](http://www.oberbank.at/Investor%20Relations/Hauptversammlung%202015).

The passing of a resolution regarding this item on the agenda is unnecessary.

2. Passing of a resolution concerning the use of the net income for the 2014 financial year.

“The Management Board and the Supervisory Board propose that from the net income of EUR 15,965,703.80 reported in the annual financial statements as at December 31st 2014, a dividend of EUR 0.55 per dividend bearing share be distributed and the remainder be carried forward to new account.

In addition, the Management Board and the Supervisory Board propose that May 27th 2015 be established as the dividend payment date.”

3. Passing of a resolution regarding the granting of discharge to the members of the Management Board for the 2014 financial year

“The Management Board and the Supervisory Board propose that en bloc discharge for the 2014 financial year be granted to all members of both the Management Board and the Supervisory Board in two separate votes.”

4. Election to the Supervisory Board

In accordance with § 11 Para. 2 of the articles, with the ending of the Annual General Meeting, every year at least one-fifth of the members of the Supervisory Board elected by the AGM shall stand down. Should the number of members not be divisible by five, then the next higher number that is divisible by five shall be adopted as underlying. As at the closing date of December 31, 2014, the Supervisory Board had twelve members elected by the Annual General Meeting and therefore at least three of its members shall step down.

Following the expiry of his term of office, this year:

- *Dr. Herbert Walterskirchen*

will step down.

In addition, through the drawing of lots:

- *Dr. Peter Mitterbauer*

will also step down.

Both members will stand for a further period in office.

In addition, the following member has decided to relinquish his mandate:

- *DDr. Waldemar Jud*

“Accordingly, the Oberbank Supervisory Board proposes that,

- *Dr. Herbert Walterskirchen*
- *Dr. Peter Mitterbauer*

*be **re-elected** and*

- *Mag. Peter Hofbauer*

*be **newly elected***

to the Supervisory Board of the company singly and in separate votes in accordance with the above listing for the maximum period permitted under the articles, which is until the end of the Annual General Meeting determining the granting of discharge for the 2019 financial year.”

Pursuant to § 87 (2) of the Austrian Stock Corporation Act and §41 (4) Clause 3 of the Austrian Banking Act, each of the proposed candidates has provided a declaration, which together with detailed curriculum vitae is available on the Internet pages of the company at www.oberbank.at (Investor Relations/Annual General Meeting). During the election of members of the Supervisory Board, the AGM must take into account the criteria established in § 87 (2) 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 stipulations contained in § 87 (2) of the Austrian Stock Corporation Act are accounted for in the Oberbank AG Supervisory Board. In particular, the diversity aspects relating to the representation of both genders are taken into appropriate consideration.

5. Selection of the bank auditors for the 2016 financial year

The bank auditors for the 2016 financial year are to be newly selected.

Pursuant to §92 Para. 4a of the Austrian Stock Corporation Act, the audit committee of the Supervisory Board has made a proposal regarding the selection of the auditors and reported on this suggestion to the Supervisory Board at its meeting on March 23rd 2015.

“Therefore, the Oberbank Supervisory Board proposes that KPMG Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz be appointed as the auditors of the financial statements and the bank with regard to the individual and consolidated financial statements for the 2016 financial year.”

6. Passing of a resolution concerning:

- a) The revocation of the authorisation of the Management Board granted by the 132nd Annual General Meeting of May 8th 2012 to increase share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 9,375,000 through the issue of up to 3,125,000 new no-par bearer shares, and to establish the issue price and conditions in agreement with the Supervisory Board, of a previously idle amount, and the simultaneous empowerment of the Management Board to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board;
- b) The authorisation of the Supervisory Board to make amendments to the articles, necessitated by the issue of shares from the approved capital;
- c) The corresponding amendment to § 4 Para. (3) of the articles.

“The Management Board and the Supervisory Board propose that the following resolution be passed:

- a) *The authorisation of the Management Board granted by the 132nd Annual General Meeting of May 8th 2012 to increase share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 9,375,000 through the issue of up to 3,125,000 new no-par bearer shares, and to establish the issue price and conditions in agreement with the Supervisory Board, of a previously idle amount is revoked and simultaneously the Management Board is empowered to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board.*
- b) *The Supervisory Board is authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital.*
- c) *§ 4 (3) of the articles will be so amended that paragraph (3) will receive the following new wording:*

“(3) Subject to the approval of the Supervisory Board, the Management Board shall be empowered to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board. The Supervisory Board is authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital. (Approved capital 2015)”