

Proposed Resolutions

for the 137th Annual General Meeting

on Tuesday, 16 May 2017 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 2016 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 2016 financial year.

The aforementioned documents are available on the Internet for perusal under [www.oberbank.at/Investor Relations/Hauptversammlung 2017](http://www.oberbank.at/Investor%20Relations/Hauptversammlung%202017).

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 2016 financial year.

“The Management Board and the Supervisory Board propose that from the net income of EUR 23,319,971.57 reported in the annual financial statements as at 31 December 2016, a dividend of EUR 0.65 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 24 May 2017 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 2016 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2016 financial year be granted to all the members of the Management Board.”

4. Passing of a resolution regarding the granting of discharge to the members of the Supervisory Board for the 2016 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2016 financial year be granted to all the members of the Supervisory Board.”

5. 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. Following the relinquishment of his mandate by Mag. Peter Hofbauer on 9 September 2016, at the closing date of 31 December 2016, the Supervisory Board had eleven 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:

- Mr. Karl Samstag

will step down.

In addition, through the drawing of lots:

- Dr. Barbara Leitl-Staudinger

- Dr. Barbara Steger

will also step down.

- Mag. Peter Hofbauer

relinquished his mandate on 30 September 2016.

Following the 136th Annual General Meeting held on 18 May 2016, the Supervisory Board consisted of twelve members elected by the AGM and six members delegated by the Works Council. Therefore, four members are to be elected by the AGM in order that this number is restored.

“Accordingly, the Supervisory Board proposes that

- Dr. Barbara Leitl-Staudinger

- Dr. Barbara Steger

- Mr. Karl Samstag

be re-elected for

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 2021 financial year

and that

- Mag. Gregor Hofstätter-Pobst

be newly elected for the residual term of the former Supervisory Board member Mag. Peter Hofbauer and thus until the end of the Annual General Meeting determining the granting of discharge for the 2019 financial year. Furthermore, that the election to the Supervisory Board of the company take place singly and in separate votes in accordance with the above listing.”

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.

6. Passing of a resolution concerning remuneration to the members of Supervisory Board for the 2017 financial year and subsequent financial years:

In view of the constantly increasing demands made upon the members of the Supervisory Board of a listed bank, it would seem appropriate to raise the Supervisory Board emoluments accordingly.

Therefore, the **Managing and Supervisory Boards** propose the passing of the following resolution:

“With effect from the 2017 financial year, the annual emoluments to the members of the Supervisory Board will be re-established as follows:

- For the chairperson: EUR 24,000 p.a. (previously EUR 21,000 p.a.)
- For the deputy chairperson: EUR 20,000 p.a. (previously EUR 17,000 p.a.)
- For the members of the Supervisory Board: EUR 18,000 p.a. (previously EUR 15,000 p.a.)
- Attendance fee per Supervisory Board meeting: EUR 150 (previously EUR 120)

For members of:

- The audit committee: EUR 6,000 p.a. (previously EUR 4,000 p.a.)
- The risk-loan committee: EUR 6,000 p.a. (previously EUR 4,000 p.a.)
- The remuneration committee: EUR 3,000 p.a. (previously EUR 1,000 p.a.)

The emoluments to members of the working committee (EUR 2,000 p.a.) and the nomination committee (EUR 1,000 p.a.) shall remain unaltered.

In addition, as was the case to date, no special emoluments for any committee meetings will be paid.

Members, who exercise their activities in a honorary capacity, receive no emoluments.”

7. Selection of the bank auditors for the 2018 financial year

The bank auditors for the 2018 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 28 March 2017.

“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 2018 financial year.”

8. Passing of resolutions concerning:

- a) The revocation of the authorisation of the Management Board granted by the 136th Annual General Meeting of 18 May 2016 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 10,500,000 through the issue of up to 3,500,000 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 resolutions be passed:

a. *“The authorisation of the Management Board granted by the 136th Annual General Meeting of 18 May 2016 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 10,500,000 through the issue of up to 3,500,000 new no-par bearer shares, and to establish the issue price and conditions in agreement with the Supervisory Board, of a previously idle amount be revoked and simultaneously the Management Board 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 2017)”*

9. Passing of resolutions concerning:

a) The revocation of the authorisation of the Management Board granted by the 132nd Annual General Meeting of 8 May 2012, pursuant to §169 of the Austrian Stock Corporation Act, 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 750,000 through the issue of up to 250,000 new no-par bearer shares, subject to the exclusion of stockholder subscription rights, for issue to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company, 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 750,000 through the issue of up to 250,000 new no-par bearer shares in exchange for cash and the exclusion of stockholder subscription rights, whereby the type of share, the issue price and the conditions of issue shall be established by the Management Board with the agreement of the Supervisory Board, provided that the capital increase serves the issue of shares to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company. The Supervisory Board shall be authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital.

- b) The corresponding amendment to § 4 (share capital and shares) Para. (2) of the articles.”

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

- a) *The authorisation of the Management Board granted by the 132nd Annual General Meeting of 8 May 2012, pursuant to §169 of the Austrian Stock Corporation Act, 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 750,000 through the issue of up to 250,000 new no-par bearer shares, subject to the exclusion of stockholder subscription rights, for issue to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company, be revoked and simultaneously the Management Board 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 750,000 through the issue of up to 250,000 new no-par bearer shares in exchange for cash and the exclusion of stockholder subscription rights, whereby the type of share, the issue price and the conditions of issue shall be established by the Management Board with the agreement of the Supervisory Board, provided that the capital increase serves the issue of shares to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company. The Supervisory Board shall be authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital. (Approved employee capital 2017)*
- b) *The corresponding amendment to § 4 (share capital and shares) Para. (2) of the articles.”*