

# **Proposed Resolutions**

## **for the Meeting of Preferred Stockholders of Oberbank AG**

**on Tuesday, 16 May 2017 at 9.00 a.m.**

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. 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.”*