

INVITATION¹
to the
137th Annual General Meeting
of Oberbank AG stockholders
to be held on Tuesday, 16 May 2017, 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 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.
2. Passing of a resolution concerning the distribution of the net profit for the 2016 financial year.
3. Passing of a resolution regarding the granting of discharge to the members of the Management Board for the 2016 financial year.
4. Passing of a resolution regarding the granting of discharge to the members of the Supervisory Board for the 2016 financial year.
5. Election to the Supervisory Board.
6. Passing of a resolution regarding the remuneration of the members of the Supervisory Board for both the 2017 and subsequent financial years.
7. Selection of the bank auditors for the 2018 financial year.

¹ Alone the text of the following announcement published in German is legally binding.

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 in exchange for cash, whereby the issue price and the conditions of issue shall be established with the agreement of the Supervisory Board, to 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.

9. Passing of a resolution 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.”

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

From 25 April 2017, the following documents will be available for perusal on the company Internet website under www.oberbank.at:

- The complete text of this invitation
- The annual financial statements with the management report
- The corporate governance report
- The consolidated financial statements with the group management report
- The proposal for the distribution of profits,
- The report of the Supervisory Board,
all for the 2016 financial year;
- Proposed resolutions of the Management and Supervisory Boards regarding the individual items on the agenda
- Curriculum vitae and declarations of the candidates from the Supervisory Board elections to TOP 5 pursuant to § 87 Para. 2 Austrian Stock Corporation Act
- Report of the Management Board pursuant to § 170 Para. 2 Austrian Stock Corporation Act in combination with § 153 Para. 4 Austrian Stock Corporation Act regarding TOP 9
- Comparison of the articles of association
- Form for the allocation of a proxy
- Form for the revocation of a proxy

INFORMATION REGARDING THE RIGHTS OF STOCKHOLDERS (§106, PARA.5 OF THE AUSTRIAN STOCK CORPORATION ACT)**Stockholder requests that items be added to the agenda (§109 Austrian Stock Corporation Act)**

Stockholders, who prior to making a request have held individual or combined interests amounting to 5 per cent of share capital for at least three months, shall be entitled to make a written suggestion that supplementary 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 mover shall provide proof of stock ownership and pursuant to § 10a of the Austrian Stock Corporation Act account confirmation is required for this purpose. The financial institute managing the account must issue the account confirmation and be based in a member state of the European Economic Area, or in a state with full membership of the OECD. The account confirmation may not be older than seven days on the date of presentation to the company and 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. 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 at the same point in time (day, time).

With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting. At the latest, the written application for the addition of a supplementary item to the agenda, including the aforementioned confirmation of stock ownership, must be received by the company 21 days prior to the Annual General Meeting and therefore by 25 April 2017 at the address: Mag. Andreas Pachinger pers., Secretariat & Communications Department, Untere Donaulände 28, 4020 Linz.

Resolution proposals by stockholders (§110 Austrian Stock Corporation Act)

Stockholders, whose individual or 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 in text form (in writing, a signature is not required) 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 (www.oberbank.at). In the case of a suggestion relating to the election of a Supervisory Board member, the reasons are to be replaced by the declaration of the proposed person pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act.

The mover shall provide proof of stock ownership and pursuant to § 10a of the Austrian Stock Corporation Act account confirmation is required for this purpose. The financial institute managing the account must issue the account confirmation and be based in a member state of the European Economic Area, or in a state with full membership of the OECD. The account confirmation may not be older than seven days on the date of presentation to the company. 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 at the same point in time (day, time). With regard to the other requirements concerning account confirmation, reference should be made to the information concerning the entitlement to attend the meeting.

At the latest, the resolution proposal, including the aforementioned confirmation of stock ownership, must be received by the company on the seventh working day prior to the Annual General Meeting and therefore by 5 May 2017,

- per E-Mail to the address: sek@oberbank.at, whereby the proposal shall be added to the mail in written form, e.g. as a PDF
- per post, messenger or in person at its business address: Mag. Andreas Pachinger, Secretariat & Communications Department, Untere Donaulände 28, 4020 Linz
or
- per telefax under the number +43 732 78 58 12

Right to information

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.

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.

Motions at the Annual General Meeting (§119 Austrian Stock Corporation Act)

Every shareholder shall be entitled to move a motion regarding each of the items on the agenda of the Annual General Meeting, irrespective of the holding of a certain percentage of shares. The prerequisite for submitting a motion is proof of entitlement to attend the AGM in line with its calling.

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 6 May 2017, midnight CET (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 11 May 2017, midnight (CET) at the latest, only at one of the following addresses:

Per post or messenger: Oberbank AG

Department ZSP/WV2
Mr. Markus Zehethofer pers.
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 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,
- Clarification that the account confirmation relates to 6 May 2017 at midnight CET.

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

Access to the Annual General Meeting

The provision of account confirmation serves simultaneously as registration for the Annual General Meeting. The stockholders or their proxies are requested to present valid official ID with photograph (driving licence, passport, identity card) at the entrance to the Annual General Meeting as proof of their identity.

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. (CET) on Monday, 15 May 2017 at the latest:

Per post or
messenger: Oberbank AG
Secretariat & Communications Department
Mag. Gerald Straka pers.
Untere Donaulände 28
4020 Linz

Per fax: +43 732 78-58 12

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

From credit institutes pursuant to § 114 Para 1 Clause 4 of the Austrian Stock
Corporation Act

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

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 .

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 105,921,900 divided into 32,307,300 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 1019 ordinary shares as own shares. No rights are attached to these shares. Therefore, 202 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 32.306.079.

Admission and registration

Admission to the Annual General Meeting will commence at 8.00 a.m. Registration requires the presentation of valid official ID with photograph.

Linz, in April 2017

The Management Board