

Draft resolutions

for the 139th Annual General Meeting

Tuesday, 14 May 2019, 10:00 am

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. Presentation of the approved annual financial statements and the management report for the financial year 2018, along 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 financial year 2018

The above documents can be accessed on the Internet at [www.oberbank.at/ Investor Relations/Hauptversammlung 2019](http://www.oberbank.at/InvestorRelations/Hauptversammlung2019).

The adoption of a resolution on this item of the agenda is not necessary.

2. Resolution on the use of net profit for the financial year 2018

“From the reported net profit of EUR 39,049,988.00 at 31 December 2018, the Management Board and Supervisory Board propose to distribute a dividend of EUR 1.10 per dividend-bearing share and to carry the remaining amount forward to a new account.

Furthermore, the Management Board and Supervisory Board propose setting 22 May 2019 as the payment date for the dividend.”

3. Resolution on the discharge of the Management Board for the financial year 2018

“The Management Board and Supervisory Board propose to jointly discharge all members of the Management Board for the financial year 2018.”

4. Resolution on the discharge of the Supervisory Board for the financial year 2018

“The Management Board and Supervisory Board propose to jointly discharge all members of the Supervisory Board for the financial year 2018.”

5. Elections to the Supervisory Board

Pursuant to 11 para 2 Articles of Association, at least one fifth of the members of the Supervisory Board elected by the Annual General Meeting are relieved of their duties as of the end of the ordinary Annual General Meeting. If the number of members is not divisible by five, the next highest number divisible by five is taken as a basis. As of the reporting date of 31 December 2018, the Supervisory Board had 12 members elected by the Annual General Meeting, so that at least 3 members of the Supervisory Board are being relieved of their duties.

At the end of the mandate period, the following members are being relieved:

- Dr. Herta Stockbauer

Exiting by resignation as of the end of the Annual General Meeting:

- Dr. Wolfgang Eder

Exiting by random selection:

- Dr. Stefan Koren

Following the 138th ordinary Annual General Meeting of 15 May 2018, the Supervisory Board consisted of 12 members elected by the Annual General Meeting and 6 members delegated by the Works Council. Accordingly, 3 members are to be elected by the Annual General Meeting in order to reach this number again.

“The Supervisory Board of Oberbank proposes the re-election of

- Dr. Herta Stockbauer

- Dr. Stefan Koren

as members of the Supervisory Board, for the maximum term permitted in the Articles of Association, i.e. until the end of the Annual General Meeting at which discharge is granted for the financial year 2023, and

- the election of Herbert Eibensteiner

as a member of the Supervisory Board, for the remaining mandate of the Supervisory Board member Dr. Wolfgang Eder, who has resigned, thus until the end of the Annual General Meeting at which discharge is granted for the financial year 2020, individually in separate votes in the above order.

Each of the proposed candidates has submitted a declaration pursuant to § 87 (2) Joint Stock Companies Act (AktG) and § 28a Banking Act (BWG), which is available together with their CVs on the Company’s Internet site at www.oberbank.at (Investor Relations / Annual General Meeting).

With regard to the election of Supervisory Board members, the Annual General Meeting shall take into consideration the criteria set forth in § 87 (2a) Joint Stock Companies Act, in particular the professional and personal qualifications of the members, the balanced professional composition of the Supervisory Board, aspects of diversity in respect of the representation of both genders, the age structure and the international background of the members, as well as professional reliability. The Supervisory Board of Oberbank AG complies with the requirements of § 87 (2a) Joint Stock Companies Act.

The Supervisory Board of Oberbank AG currently has 12 members elected by the Annual General Meeting and 6 members delegated by the Works Council pursuant to § 110 Austrian Collective Labour Relations Act (ArbVG). Of the 12 capital representatives 3 are women and 9 are men and of the 6 employee representatives, 4 are women and 2 are men. Accordingly, the Supervisory Board is currently comprised of 7 women and 11 men, and thus meets the minimum ratio requirement pursuant to § 86 para 7 Joint Stock Companies Act.

An objection pursuant to § 86 para 9 Joint Stock Companies Act was raised neither by the majority of the capital representatives nor by that of the labour representatives, and accordingly there is no need for separate compliance with the ratios, as the minimum ratio requirement will be met jointly pursuant to § 86 para 7 Joint Stock Companies Act.

If the proposed candidates for the Supervisory Board are elected, the Supervisory Board will continue to have a total of seven women and thus meet the minimum ratio requirement pursuant to § 86 para 7 Joint Stock Companies Act.

6. Election of the bank auditors for the financial year 2020

The bank auditors must be re-elected for the financial year 2020. Pursuant to § 92 para 4a Joint Stock Companies Act, the Supervisory Board's Audit Committee has submitted a proposal for the election of the auditors and reported to the Supervisory Board on this subject at its meeting on 20 March 2019.

"The Supervisory Board of Oberbank proposes that KPMG Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, be appointed as the auditor and bank auditor for the annual and consolidated financial statements for the financial year 2020."

7. Election of the bank auditors for the business division Slovakia for the financial years 2019 and 2020

By virtue of the fact that, pursuant to Slovakian law (Act No. 423 of 11 November 2015), dependent EU branches are also classified as PIE (public interest entities), and that Oberbank initially commissioned KPMG to audit the branch in Slovakia in 2009, as a result of which the 10-year short-term regulation applies, the bank auditors must be commissioned anew in Slovakia for 2019.

"Pursuant to § 270 para 1 Companies Act (UGB) in conjunction with § 19 para 2 of the Slovakian Accounting Act, the Supervisory Board of Oberbank proposes to commission KPMG Slovensko spol. s r. o., ID No. 31 348 238, Dvořákovo nábrežie 10, Bratislava 811 02, Slovakia, with the audit of the business of the EU branch of Oberbank AG in Slovakia for the financial years 2019 and 2020."

8. **Resolution on amendment of § 22 para 2, § 24 para 1 and § 25 para 1 Articles of Association**

*The **Management Board and Supervisory Board** propose to amend § 22 para (2) Articles of Association as follows:*

§ 22

(2) *If no simple majority is achieved in the first round of voting, a run-off vote shall be held between the two candidates who received the most votes. In the event of a tie vote, no election resolution is adopted.*

The **Management Board** and **Supervisory Board** propose to amend § 24 para (1) Articles of Association by adding to the first sentence as follows:

§ 24

- (1) *Within the first three months of each financial year, the Management Board shall prepare the annual financial statements and management report for the previous financial year, as well as the non-financial report, the corporate governance report and the consolidated financial statements and group management report and shall present such to the Supervisory Board following an audit by the auditor, along with a proposal for the use of profits.*

The **Management Board** and **Supervisory Board** propose to amend § 25 para (1) Articles of Association as follows:

§ 25

- (1) *The Annual General Meeting shall adopt a resolution on the use of the net profit, provided that such a profit is reported in the annual financial statements. With regard to the adoption of the resolution on the use of net profit, the Annual General Meeting is bound by the annual financial statements adopted by the Management Board with the approval of the Supervisory Board. However, it can also block the distribution of the net profit in full or in part. Changes to the annual financial statements which become necessary as a result of this shall be undertaken by the Management Board.*