

Proposed resolutions
for the 142nd Ordinary Annual General Meeting
at 10 a.m. CET on Tuesday, 17 May 2022 at

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

(To be held as a virtual Annual General Meeting without the physical presence of stockholders)

- 1. Presentation of the established annual financial statements and the management report for the 2021 financial year with the report of the Supervisory Board, the (consolidated) non-financial report and the (consolidated) corporate governance report; presentation of the consolidated financial statements and the group management report for the 2021 financial year.**

The aforementioned documentation can be studied on the company website under www.oberbank.at/hauptversammlung.

A resolution regarding this agenda item is not required.

- 2. Resolution concerning the distribution of the net profit reported in the financial statements for the 2021 financial year**

“The Management Board and the Supervisory Board propose that from the net profit of EUR 35.5 million reported in the annual financial statements as at 31 December 2021, a dividend of EUR 1.00 per dividend bearing share be distributed and the remaining amount be carried forward to new account.

In addition, the Management Board and the Supervisory Board propose that 24 May 2022 be established as the payment date for the dividend.”

- 3. Resolution regarding the granting of discharge to the members of the Management Board for the 2021 financial year**

“The Management Board and the Supervisory Board propose that a discharge for the 2021 financial year be granted to all the members of the Management Board in the course of individual voting.”

- 4. Resolution regarding the granting of discharge to the members of the Supervisory Board for the 2021 financial year**

“The Management Board and the Supervisory Board propose that a discharge for the 2021 financial year be granted to all the members of the Supervisory Board in the course of individual voting.”

- 5. Election to the Supervisory Board**

In accordance with § 11 Para. 2 of the Articles of Association with the ending of the Ordinary 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 31 December 2021, the Supervisory Board consisted of ten members elected by the Annual General Meeting and therefore at least two members must stand down.

Following the expiry of their mandates, at the end of the Annual General Meeting, this year:

- Univ.-Prof. Dr. Barbara Leitl-Staudinger
- Dr. Barbara Steger
- Mag. Hannes Bogner

will stand down.

- Dr. Barbara Steger is no longer available for re-election.

Due to their resignation, the following persons have or will step down:

- Mr Alfred Leu
- Mag. Dr. Stephan Koren

Following the 141st Ordinary Annual General Meeting held on 11 May 2021, the Supervisory Board consisted of ten members elected by the AGM and five members delegated by the Staff Council. Therefore, five members are to be elected by the AGM in order that this number is restored.

“The Oberbank Supervisory Board proposes that,

- *Univ.-Prof. Dr. Barbara Leitl-Staudinger*

be re-elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2026 financial year

and that

- *Mag. Gregor Pilgram*

be newly elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2026 financial year.

- *Mag. Alina Czerny*

be newly elected for the remaining period of the mandate of Mr Alfred Leu, who has stood down, and therefore until the end of the Annual General Meeting determining the granting of discharge for the 2022 financial year.

- *DI Stefan Pierer*

be newly elected for the remaining period of the mandate of Mag. Dr. Stephan Koren, who has stood down, and therefore until the end of the Annual General Meeting determining the granting of discharge for the 2023 financial year.

- *Mag. Hannes Bogner*

be newly elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2026 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 Para. 2 of the Austrian Stock Corporation Act each of the proposed candidates has provided a declaration, which together with detailed curriculum vitae is available on the website of the company at www.oberbank.at/hauptversammlung

During the election of members of the Supervisory Board, the AGM must take into consideration the criteria established in § 87 Para. 2a 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 Oberbank AG Supervisory Board accounts for the stipulations contained in § 87 Para. 2a of the Austrian Stock Corporation Act.

Following the resignation of one member, at present the Oberbank AG Supervisory Board consists of nine members elected by the Annual General Meeting and five representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the nine capital representatives three are women and six are men, while of the five employee representatives three are women and two are men. The Supervisory Board thus consists of six women and eight men and therewith fulfils the minimum percentage requirement pursuant to § 86 Para.7 of the Austrian Stock Corporation Act.

Neither the majority of the capital representatives, nor that of the staff representatives raised an objection in accordance with § 86 Para. 9 of the Austrian Stock Corporation Act. Therefore, pursuant to § 86 Para.7 of the Austrian Stock Corporation Act, compliance with the minimum percentage requirement is not separate but overall.

6. Resolution regarding the determination of the remuneration for the activities of the members of the Supervisory Board for the financial year 2022 and the following financial years.

The **Supervisory Board** proposes the following resolution:

"The remuneration of the members of the Supervisory Board elected by the Annual General Meeting for their activities for the financial year 2022 and for subsequent years (unless a future Annual General Meeting resolves otherwise) shall be determined as follows:

- *For the Supervisory Board Chairperson, EUR 28,000 p.a. (to date EUR 24,000 p.a.)*
- *For the Deputy Supervisory Board Chairperson EUR 25,000 p.a. (to date EUR 20,000 p.a.)*
- *For Supervisory Board Members, EUR 22,000 p.a. (to date EUR 18,000 p.a.)*

- *For Credit Committee members, EUR 6,000 p.a. (to date EUR 4,000 p.a.)*
- *For Risk Committee members, EUR 3,000 p.a. (to date EUR 2,000 p.a.)*

- For Nomination Committee members EUR 4,000 p.a. (to date EUR 1,000 p.a.)
- For Working Committee members EUR 3,000 p.a. (to date EUR 2,000 p.a.)

The remuneration for activities in:

- The Audit Committee, EUR 6,000 p.a.
- The Remuneration Committee EUR 3,000 p.a.
- The Legal Affairs Committee EUR 6,000 p.a.

remains unchanged..

Attendance fees are not paid.

The remuneration shall be paid annually in arrears within 30 days of the holding of the Annual General Meeting that determines the appropriation of profits for the respective financial year. If a member of the Supervisory Board or of a committee has not belonged to the respective body for the entire financial year, the remuneration shall be paid on a pro rata basis (calculated on a daily basis). Likewise, a pro rata amount shall be paid in the event of a change of the Chairperson or Deputy Chairperson of the Supervisory Board, or in the event of a change of a member of a committee.

Members who perform their duties on an honorary basis receive no remuneration."

7. Selection of the bank auditor for the 2023 financial year

An auditor has to be chosen for the 2023 financial year and following a selection process in accordance with § 92 Para. 4a of the Stock Corporation Act, the Audit Committee of the Supervisory Board drew up a recommendation for the appointment of the auditors and presented its findings to the Supervisory Board at its meeting on 24 March 2022.

"The Supervisory Board proposes that Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna be appointed as the auditor for the financial statements and the bank with regard to the individual and consolidated financial statements for the 2023 financial year."

8. Selection of the bank auditor for the Slovakian branch for the 2022 financial year

Owing to the fact that pursuant to Slovakian law (Act No. 423 from 11 November 2015) non-independent EU branches are to be classified as public-interest entities, the appointment of the auditors for the Slovakian branch must be undertaken by the Annual General Meeting.

"In accordance with § 270 Para. 1 Austrian Company Code in conjunction with § 19 Para. 2 of the Slovakian Accounting Act, the Supervisory Board proposes that Deloitte Audit s.r.o., Bratislava, be entrusted with the auditing of the business activities of the EU branch of Oberbank AG in Slovakia for the 2022 financial year."

9. Resolution regarding the remuneration report

In accordance with § 78c in conjunction with § 98a of the Austrian Stock Corporation Act, the Supervisory Board of a listed company must prepare a clear and understandable remuneration report, which provides a comprehensive overview of the remuneration granted or owed to current and former members of the Management and Supervisory Boards during the past financial year, including any benefits in whatever form.

The vote at the Annual General Meeting regarding the remuneration report has a recommendatory character. The proposal is non-contestable (§ 78d Para. 1 Austrian Stock Corporation Act).

“The Management and Supervisory Boards propose that the report regarding the remuneration of the members of the Oberbank AG Management and Supervisory Boards in the 2021 financial year as published on the company website for the preparation of the Annual General Meeting (www.oberbank.at/hauptversammlung) be approved.”

10. Resolution regarding the revocation of the authorisation of the Management Board granted by the 140th Annual General Meeting of 20 May 2020, pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act, for the purchase of treasury shares of an idle amount for issue to employees, executive personnel and members of the Management or Supervisory Board of the company, or an affiliated company, and the simultaneous empowerment of the Management Board to purchase treasury shares amounting to a maximum of 5 per cent of share capital during a period of 30 months from the date of the passing of the resolution by the 142nd Annual General Meeting pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act.

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

- a) *“The revocation of the authorisation for a period of 30 months of the Management Board granted by the 140th Annual General Meeting of 20 May 2020, for the purchase of treasury shares of an idle amount pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act.*
- b) *Authorisation of Oberbank AG pursuant to §65 Para.1 Clause 4 of the Austrian Stock Corporation Act to purchase treasury shares amounting to up to 5 per cent of share capital for the purpose of a purchase offer to employees, managerial personnel and members of the Management and Supervisory Boards of the company, or an affiliated company, during a period of 30 months from the date of the passing of the apposite resolution by the 142nd Annual General Meeting.*

The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price for Oberbank AG shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.

This authorisation shall be valid for a period of 30 months following the date of the passing of the apposite resolution by the Annual General Meeting and shall thus terminate on 17 November 2024.”

- 11. Resolution regarding the revocation of the authorisation of the Management Board granted by the 140th Annual General Meeting of 20 May 2020, pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act, for the purchase of treasury shares of an idle amount subject to the simultaneous empowerment of the Management Board pursuant to §65 Para.1 Clause 7 of the Stock Corporation Act to purchase treasury shares for the purpose of securities trading up to a maximum of 5 per cent of share capital during a period of 30 months from the date of the passing of the resolution by the 142nd Annual General Meeting.**

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

- a) *“Revocation of the authorisation granted for a period of thirty months by the 140th Annual General Meeting of 20 May 2020, to purchase treasury shares of an idle amount pursuant to § 65 Para.1 Clause 7 of the Austrian Stock Corporation Act.*
- b) *Authorisation of the Oberbank AG pursuant to § 65 Para.1 Clause 7 of the Austrian Stock Corporation Act to purchase treasury shares for the purpose of securities trading subject to the proviso that the trading portfolio of the shares purchased to this end not exceed a pro rata amount of 5 per cent of share capital at the end of each day.*

The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price for Oberbank shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.

This authorisation shall be valid for a period of 30 months following the date of the passing of the apposite resolution by the Annual General Meeting and shall thus terminate on 17 November 2024.”

- 12. Resolution regarding the revocation of the authorisation of the Management Board granted by the 140th Annual General Meeting of 20 May 2020, pursuant to §65 Para.1 Clause 8 of the Stock Corporation Act, for the purchase of treasury shares of an idle amount subject to the simultaneous empowerment of the Management Board pursuant to §65 Para.1 Clause 8 of the Stock Corporation Act to purchase for neutral purposes treasury shares amounting to a maximum of 10 per cent of share capital during a period of 30 months from the date of the passing of the resolution by the 142nd Annual General Meeting.**

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

- a) *“The revocation of the authorisation for a period of 30 months of the Management Board granted by the 140th Annual General Meeting of 20 May 2020, for the purchase of treasury shares of an idle amount pursuant to §65 Para.1 Clause 8 of the Stock Corporation Act.*
- b) *Authorisation of the Oberbank AG to purchase treasury shares pursuant to § 65 Para.1 Clause 8 of the Austrian Stock Corporation Act. Trading in treasury shares as a means of acquisition is expressly excluded and the proportion of shares to be acquired may not exceed 10 per cent of the share capital.*

The equivalent value per no-par share available for purchase may not exceed or undercut by more than 20 per cent the average of the official uniform price

for Oberbank AG shares on the Vienna Stock Exchange on the three stock exchange trading days prior to the purchase.

By reason of this resolution, the Management Board shall be empowered to resell purchased treasury shares. The Management Board shall be obliged to make public the respective buy-back programme, its duration and any reselling programme immediately prior to initiation in line with the regulations contained in the Austrian Stock Corporation Act. Any buy-back or possible reselling programme must correspond with the principle of the uniform treatment of stockholders pursuant to §47a of the Austrian Stock Corporation Act. In combination with other shares that the company has already bought and still holds, the percentage of share capital linked to the purchase of treasury shares by the company in accordance with §65 Para.1 Clauses 1, 4, 7 and 8 of the Austrian Stock Corporation Act may not exceed 10 from 100 of share capital. This authorisation shall be valid for a period of 30 months following the date of the passing of the apposite resolution by 142nd Annual General Meeting and shall thus terminate on 17 November 2024.”

13. Resolution regarding the amendment of § 11 of the Articles of Association, as well as a new version and amendment of the Articles of Association from and including Section 5 (§§ 27 et seq.).

The Management Board and the Supervisory Board propose that § 11 of the Articles of Association and hence the Articles of Association from and including Section 5, be amended and supplemented so that in the future the following provisions of the Articles of Association will read as follows:

§ 11

- (1) The Supervisory Board shall consist of a minimum of 3 and a maximum of 15 members. These shall be elected for the period until the end of the Annual General Meeting that determines the granting of discharge for the fourth financial year following the election. The financial year in which the election takes place shall not be counted.*
- (2) Should members step down prior to the end of their term of office, the Supervisory Board shall consist only of the remaining members until the next Annual General Meeting. A by-election by an Extraordinary General Meeting shall only be necessary if the number of members of the Supervisory Board falls below three.*
- (3) By-elections shall be held for the remainder of the term of office of the member that has stepped down. Should an Extraordinary General Meeting elect a member of the Supervisory Board, his/her first year of office shall be deemed to have ended at the close of the next Annual General Meeting.*
- (4) Members that step down may be re-elected.*
- (5) Any member of the Supervisory Board may step down from office at any time with immediate effect by submitting a declaration to the Supervisory Board Chairperson.*

5. Special provisions for the issue of covered bonds

§ 27

- (1) *The company is authorised until 7 July 2022 (inclusive) to issue covered bank bonds in accordance with the provisions of the Covered Bank Bonds Act ("FBSchVG") as amended.*
- (2) *The assets specified in the Covered Bank Bonds Act are suitable for the preferential coverage of claims arising from covered bank bonds.*

§ 28

- (1) *The cover assets intended as preferential collateral for the covered bank bonds (§ 27) are seen as security for the settlement of claims arising from the covered bank bonds.*
- (2) *The cover assets shall be recorded in a separate register (cover register). Insofar as securities are involved, the cover assets shall be kept separately from the other assets of the company, with the co-locking of the Government Commissioner (Para. 3). As far as claims are concerned, the company shall be obliged to notify the debtor that the claim against it is deemed to be a cover asset.*
- (3) *A Government Commissioner shall be appointed for the verification of the obligation of the company pursuant to §27. Disposals of the cover assets shall only be permitted with the consent of the Government Commissioner.*
- (4) *For preference, creditors under these covered bank bonds shall be satisfied from these covered assets in line with §2 Covered Bank Bonds Act as amended.*
- (5) *The merger of cover pools established pursuant to the Covered Bank Bonds Act for the cover of funded bank bonds issued up to 7 July 2022 pursuant to the Covered Bank Bonds Act with cover pools established pursuant to the Austrian Mortgage Bond Act ("PfandBG") as collateral for the covered bonds issued from 8 July 2022 onwards pursuant to the Austrian Mortgage Bond Act (see Section 6 below) is permitted (§ 39 (8) PfandBG).*

§ 29

Separate accounts shall be kept in the annual financial statements of the company for the cover pool and for the management of covered bank bonds.

6. Special provisions for the issue of covered bonds

§ 30

- (1) *As from 8 July 2022 (inclusive), the company is authorised to issue covered bonds in accordance with the provisions of the Austrian Mortgage Bond Act as amended.*
- (2) *The assets specified in Section 2 of the Austrian Mortgage Bond Act ("cover assets") are eligible as collateral for covered bonds.*

§ 31

- (1) *The cover assets designated as collateral for the covered bonds (and the claims of counterparties under cover-related hedging transactions (“derivative contracts”)) shall be entered individually by the company in a cover register and shall together constitute the “cover pool”.*
- (2) *Upon the commencement of bankruptcy proceedings in respect of the company, the principal amount and any accrued and future interest on cover assets shall, constitute a special estate for the satisfaction of the claims of investors in covered bonds and counterparties to derivative contracts.*
- (3) *The merger of cover pools established pursuant to the Covered Bank Bonds Ac for the cover of covered bank bonds issued up to 7 July 2022 pursuant to the Covered Bank Bonds Ac (see Section 5 above) with cover pools established pursuant to the Austrian Mortgage Bond Act as collateral for covered bonds issued from 8 July 2022 pursuant to the Austrian Mortgage Bond Act is permitted (§ 39 (8) PfandBG).*

§ 32

- (1) *The company shall appoint an internal or external trustee (“trustee”) to monitor the cover pool. In the case of an external trustee, the company shall appoint a lawyer, a law firm, a certified auditor or an auditing company for a term of five years. A reappointment shall be permitted.*
- (2) *The cover pool trustee shall ensure that the prescribed cover for covered bonds and the claims of counterparties relating to derivative contracts is available at all times.*
- (3) *Cover assets that are not fully repaid may only be deleted from the cover register with the consent of the trustee. Deletion of a derivative contract prior to its full settlement shall only be effective with the consent of the company's counterparty and deletion without the consent required in each case shall be deemed as not having been effected.*

§ 33

- (1) *Insofar as cover assets are credit claims established after 8 July 2022, an entry may only be made in the cover register if the debtor's consent has been obtained (§ 10 Para. 2 Austrian Mortgage Bond Act). An entry without the required consent shall be deemed as not having been effected.*
- (2) *Furthermore, the entry of a claim in the cover register shall require that the company has notified the debtor of its intention to include the claim in the cover pool and has indicated the resultant set-off exclusion (§ 25 Para. 2 Austrian Mortgage Bond Act).*
- (3) *Insofar as cover assets are securities, they shall be kept separate from the other assets of the company.*

§ 34

In the case of bankruptcy of the company, creditors under covered bonds and counterparties under derivative contracts shall be satisfied in accordance with the special provisions of the Austrian Mortgage Bond Act. For preference from the cover assets entered in the cover register of the company.

§ 35

Separate accounts shall be kept in the annual financial statements of the company for the cover pool and the management of covered bonds.

7. Wording changes

§ 36

The Supervisory Board shall be entitled to make amendments to the Articles of Association that affect only the wording.