

Proposed resolutions

for the 143rd Ordinary Annual General Meeting **at 10 a.m. CEST on Tuesday, 16 May 2023**

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

- 1. Presentation of the established annual financial statements and the management report for the 2022 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 2022 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 2022 financial year**

“The Management Board and the Supervisory Board propose that from the net profit of EUR 51.4 million reported in the annual financial statements as at 31 December 2022, a dividend of EUR 1.45 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 2023 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 2022 financial year**

“The Management Board and the Supervisory Board propose that a discharge for the 2022 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 2022 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**

As at the closing date of 31 December 2022, the Supervisory Board consisted of ten members elected by the Annual General Meeting.

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

- Mag. Alina Czerny
- Dr. Martin Zahlbruckner

will stand down.

Both are available for re-election.

Following the 142nd Ordinary Annual General Meeting held on 17 May 2022, the Supervisory Board consisted of ten members elected by the AGM and five members delegated by the Staff Council. Therefore, two members are to be elected by the AGM in order that this number is restored.

“The Supervisory Board proposes that,

- *Mag. Alina Czerny*
- *Dr. Martin Zahlbruckner*

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 2027 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.

At present the Oberbank AG Supervisory Board consists of ten 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 ten capital representatives three are women and seven are men, while of the five employee representatives three are women and two are men. The Supervisory Board thus consists of six women and nine 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. Selection of the bank auditor for the 2024 financial year

An auditor has to be chosen for the 2024 financial year. 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 23 March 2023.

“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 2024 financial year.”

7. Selection of the bank auditor for the Slovakian branch for the 2023 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 2023 financial year.”

8. Resolution regarding the remuneration report

In accordance with § 78c and § 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 2022 financial year as published on the company website for the preparation of the Annual General Meeting (www.oberbank.at/hauptversammlung) be approved.”

9. Resolution regarding remuneration policy

In accordance with § 78c and § 98a of the Austrian Stock Corporation Act, the Supervisory Board of a listed company must prepare principles for the remuneration granted to members of the Management and Supervisory Boards.

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

“The Supervisory Board proposes that with regard to the basic principles governing remuneration to the members of the company’s Managing and Supervisory Boards, the remuneration policy as published on the company website for the preparation of the Annual General Meeting (www.oberbank.at/hauptversammlung) be approved.”

10. Resolution regarding the determination of the remuneration for the members of the Sustainability Committee to be constituted for the financial year 2023 and the following financial years

At its meeting in March, the Supervisory Board resolved to establish a separate committee for sustainability issues, with its constitution to take place during the Supervisory Board meeting to be held after the Annual General Meeting on 16 May 2023.

The Supervisory Board therefore proposes the adoption of the following resolution:

“The members of the Sustainability Committee to be constituted shall receive an annual remuneration of EUR 3,000 p.a. for their activities.

Members who perform their activities on an honorary basis shall not receive any remuneration.

All the provisions agreed at the 2022 Annual General Meeting regarding bonuses for the Supervisory Board and its committees shall remain unchanged.”

11. Resolution regarding a share split with a ratio of 1:2, as a result of which the number of shares will be increased to 70,614,600 and each no-par value share will in future account for a proportionate amount of the share capital of EUR 1.50, as well as the corresponding amendment to the Articles of Association in § 4 Para.1

The share capital of the AG currently amounts to EUR 105,921,900 and is divided into 35,307,300 no-par value bearer shares. The proportion per no-par value share in the share capital is EUR 3.00.

“For the purpose of facilitating the tradability of the share, the Management and Supervisory Boards propose a share split with a ratio of 1:2, as a result of which the number of shares will be increased to 70,614,600 and each no-par value share will in future account for a proportionate amount of the share capital to an amount of EUR 1.50.

Furthermore, it is proposed to amend the Articles of Association in § 4 Para 1, so that this provision will in future read as follows:

§ 4

(1) The share capital amounts to EUR 105,921,900 and is divided into 70,614,600 ordinary bearer shares. ”

12. Resolution regarding the amendment of § 4 Para. 2, 3 and 4 and § 8 of the Articles of Association

The term of validity of the authorisations contained in §4 Para. 2 (“Authorised Capital Employees 2017”) and in § 4 (3) (“Authorised Capital 2017”) of the Articles of Association has expired, which is why the Articles of Association are to be amended in this respect.

§ 8 of the Articles of Association should be amended in preparation for a generation change.

"The Management and Supervisory Boards propose that § 4 Para. 2, 3 and 4 and § 8 of the Articles of Association be revised as follows:

§ 4 Para. 2 and 3 of the Articles of Association shall be deleted without replacement. § 4 Para. 4 shall remain unchanged, but in future become §4 Para.2 of the Articles of Association.

§ 8

The Management Board shall consist of two, three, four, five or six members. The appointment of deputy members of the Executive Board is permissible."