

Oberbank AG
Linz, FN 79063 w

AGENDA ¹
of the
Extraordinary General Meeting of Oberbank AG
to be held on Tuesday, 4 February 2020 at 10 a.m.
in the Donauforum of Oberbank AG at Untere Donaulände 28, 4020 Linz

1. Resolution regarding the completion of a special audit of the management pursuant to § 130 Stock Corporation in order to ascertain if on the occasion of, or during,
 - (i) The completion on 15.9.1989 of an increase in share capital by ATS 50,000,000 by the Management Board as approved by the Supervisory Board;
 - (ii) The completion on 12.2.1990 of an increase in share capital by ATS 50,000,000 by the Management Board as approved by the Supervisory Board;
 - (iii) The completion on 3.9.1991 of an increase in share capital by ATS 30,000,000 by the Management Board as approved by the Supervisory Board;
 - (iv) The completion on 8.3.1993 of an increase in share capital by ATS 20,000,000 by the Management Board as approved by the Supervisory Board;
 - (v) The completion on 7.3.1994 of an increase in share capital by ATS 25,000,000 by the Management Board as approved by the Supervisory Board (entered into the Company Register on 19.4.1994);
 - (vi) The completion on 20.10.1995 and 15.11.1995 of an increase in share capital by ATS 25,000,000 agreed by the Management Board (entered into the Company Register on 30.11.1995);
 - (vii) The completion on 27.4.2000 of an increase in share capital by EUR 2,326,400 agreed by the General Meeting (entered into the Company Register on 31.5.2000);

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

- (viii) The completion on 9.5.2006 of an increase in share capital by EUR 5,384,615.38 agreed by the General Meeting of the Oberbank (entered into the Company Register on 31.5.2006);
- (ix) The completion on 6.6.2007 and 16.7.2007 of an increase in share capital by EUR 336,538.46 agreed by the Management Board (entered into the Company Register on 18.7.2007);
- (x) The completion on 10.3.2008 and 9.4.2008 of an increase in share capital by EUR 252,403.85 agreed by the Management Board (entered into the Company Register on 24.4.2008);
- (xi) The completion on 30.9.2009 and 22.10.2009 of an increase in share capital by EUR 5,079,375 agreed by the Management Board (entered into the Company Register on 28.10.2009);
- (xii) The completion on 23.3.2015, 7.4.2015 and 28.4.2015 of an increase in share capital by EUR 5,756,625 agreed by the Management Board (entered into the Company Register on 5.5.2015);
- (xiii) The completion on 8.9.2015 and 1.10.2015 of an increase in share capital by EUR 4,605,300 agreed by the Management Board (entered into the Company Register on 3.10.2015); and
- (xiv) The completion on 26.9.2016, 8.11.2016 and 1.12.2016 of an increase in share capital by EUR 9,210,600 agreed by the Management Board (entered into the Company Register on 3.12.2016);

in exchange for cash contributions for new ordinary shares subscribed by stockholders with whom the Oberbank is in a reciprocal participatory relationship,

- a) Payments or other services occurred between the Oberbank and its stockholders, in particular Generali 3Banken Holding AG (FN 234231 h; subsequently "G3B"), structured according to stockholders, date, legal basis, amount and any possible purpose;
- b) An increased capital amount was raised owing to the existing reciprocal participatory relationships, in order to correspond with the principles of effective capital contribution;

- c) These stockholders fulfilled the contribution requirements emanating from the subscription of new shares completely and effectively, whereby the participation of the Oberbank in its own assets is to be excluded;
- d) Any demands for repayment regarding the financial means contained in Item a) were possibly raised and if so, to what amount, against whom and on what legal basis;
- e) Any demands for repayment regarding the financial means contained in Item a) are still outstanding and if so, to what amount, against whom and on what legal basis;
- f) A non-company (special) advantage derived for individual stockholders and if yes, in what amount and to whom;
- g) A possible (special) advantage pursuant to Item f) resulted by means of the use of influence upon the Oberbank through the appointment of a member of the Management Board or the Supervisory Board;
- h) From the possible constellations of the Oberbank and/or individual stockholders damage resulted, the amount of this damage, and whether claims for this damage can be asserted against the Management Board, the Supervisory Board or the (other) stockholders.

The completion of this special audit of the company management pursuant to § 130 Stock Corporation Act should also include the answering of the following questions:

- (i) What was the Oberbank's involvement in the foundation of G3B? What payments did the Oberbank make to G3B in 2003 (G3B foundation)? At what point in time did these payments occur and to what amount and for what purpose? What contractual bases and gremial decisions underlay these payments by the Oberbank? For what purpose were the Oberbank's payments to G3B in 2003 used? What decisions by G3B underlay the employment of these payments? Was G3B subjected to a foundation audit?

- (ii) Did the Oberbank subsidise G3B for its participation in the capital increases of BKS Bank AG (FN 918110 s; subsequently "BKS") and Bank für Tirol and Vorarlberg Aktiengesellschaft (FN 32942 w; subsequently "BTV"), and if yes, when and to what amount?
- (iii) Did the Oberbank acquire 3Banken shares from a) Beteiligungsverwaltung Gesellschaft m.b.H (FN 81137 w; subsequently "BVG") and/or b) 3-Banken Beteiligung Gesellschaft m.b.H (FN 165973 d; subsequently "3BB")? If yes, when and to what amount?
- (iv) In connection with the acquisition of 3Banken shares from a) BVG and/or b) 3BB by the Oberbank since the foundation of these companies and in any case since 2003, has the Oberbank issued any statements in accordance with stock exchange regulations and if so, what was their content?
- (v) Does the Oberbank have direct or indirect participations in other companies, which in turn possess BKS, Oberbank and BTV shares? If so, in which companies (precise company name) and to what amount, how many BKS, Oberbank and BTV shares are involved and when did the initial acquisition of a participation occur?
- (vi) Has the Oberbank acquired Oberbank, BKS or BTV shares from companies in which at the time of purchase the Oberbank, BKS or BTV held or still hold a direct or indirect participation?
- (vii) How have the shares in a) BVG and/or b) 3BB and/or c) other companies mentioned in Item (v) and (vi) been reported in the Oberbank's financial statements since the beginning of its participation in these companies and in any case since 2003? Which CRR-related deductions during this period are linked to these Oberbank participations?
- (viii) How have the balance sheet gains and/or dividends from a) BVG and/or b) 3BB and/or c) other companies mentioned in Item (v) and (vi) been reported in the Oberbank's financial statements since the beginning of its participation in these companies and in any case since 2003? Moreover, during this period in what form did interim gain treatment (interim gain elimination) take place?

- (ix) On the basis of which approval did the Oberbank Management Board carry out the purchase of BKS shares within the scope of the follow-up offer during the BKS capital increase of 2018 and the acquisition of BKS shares following the conclusion of the capital increase?
- (x) From whom, at what price and in what denominations did the Oberbank purchase BKS shares during the 2018 capital increase?
- (xi) Which taxation effect resulted for BVG, the Oberbank and BKS respectively?
- (xii) What gains were realised? Were there offsettable losses?
- (xiii) What was the ratio of the purchase price to that on the stock exchange on the date of purchase? We request that the differences be made known, as well as an explanation as to why, if this was the case, a purchase was made at differing prices?
- (xiv) How in the sense of question (x) was the price for the purchase of BKS shares by the Oberbank calculated? Are there package surcharges or deductions? Was the volume handled via the stock exchange taken into account?
- (xv) In the course of the capital increase at BKS in 2018 were BKS shares purchased through the exercise of preemptive rights or other supplementary agreements and if yes, which were acquired by "befriended investors" (see page 93 of the "150 Years Oberbank" commemorative publication)?
- (xvi) Was the purchase of BKS shares included in an Oberbank creeping monitoring system? Who managed this monitoring system and in what manner?
- (xvii) On the basis of which approval did the Oberbank Management Board carry out the purchase of BTV shares outside the legal subscription right in the course of the BTV capital increase of 2018?
- (xviii) From whom, at what price and in what denominations did the Oberbank purchase BTV shares during the 2018 capital increase?
- (xix) Which taxation effect resulted for BVG, the Oberbank and BTV respectively?
- (xx) What gains were realised? Were there offsettable losses?

- (xxi) What was the ratio of the purchase price to that on the stock exchange on the date of purchase? We request that the differences be made known, as well as an explanation as to why, if this was the case, a purchase was made at differing prices?
- (xxii) How in the sense of question (x) was the price for the purchase of BTV shares by the Oberbank calculated? Are there package surcharges or deductions? Was the volume handled via the stock exchange taken into account?
- (xxiii) Was the purchase of BTV shares included in an Oberbank creeping monitoring system? Who managed this monitoring system and in what manner?

EKWP Wirtschaftsprüfungs GmbH (FN 411099 h) will be commissioned with the special audit. Mag. Martin Breuner and Mag. Arnold Krassnitzer will be commissioned and authorised to conclude an audit contract according to Austrian law for the Oberbank with the special auditors on the basis of the latter's submitted indicative tender, whereby the fee shall be limited to a maximum amount and at the latest, a written report shall be presented within a three-month period following the contractual allocation.

2. Resolution regarding the termination of the arbitration proceedings between the Generali 3Banken Holding AG (FN 234231 h; subsequently "G3B") and the Oberbank, as well as the forbearance of enforceable measures on the basis of an award derived from these arbitration proceedings.

Additions pursuant to § 109 AktG at the request of the stockholders UniCredit Bank Austria AG und CABO Beteiligungsgesellschaft m.b.H:

3. To refrain from the minority request pursuant to § 134 Para. 1 Clause 2 for the assertion of a claim of the Oberbank against the members of the Oberbank Management Board, the completion of arbitration proceedings, in particular the supposed current arbitration proceedings between Oberbank and the G3B (and possibly BTV and BKS) regarding a) the payment of contributions by the Oberbank to G3B, b) the repayment of contributions to G3B by the Oberbank and c) the determination of the legality of the contributions especially in connection with a breach of the rules on the raising of capital and the ban on investment repayments, and refrain from the carrying out of implementary measures on the basis of an award from such arbitration proceedings and accordingly take all measures in order to resist and avert claims against the Oberbank in this connection.

4. To refrain from the minority request pursuant to § 134 Para. 1 Clause 2 for the assertion of a claim of the Oberbank against the stockholder G3B, the completion of arbitration proceedings, in particular the supposed current arbitration proceedings between Oberbank and the G3B (and possibly BTV and BKS) regarding a) the payment of contributions by the Oberbank to G3B, b) the repayment of contributions to G3B by the Oberbank and c) the determination of the legality of the contributions especially in connection with a breach of the rules on the raising of capital and the ban on investment repayments, and refrain from the carrying out of implementary measures on the basis of an award from such arbitration proceedings and accordingly take all measures in order to resist and avert claims against the Oberbank in this connection.

Addition pursuant to § 109 Stock Corporation Act at the request of the stockholder Bank für Tirol und Vorarlberg Aktiengesellschaft

5. A reduction in the number of capital representatives on the Supervisory Board from the 11 to date to 10 in the future at the end of the General Meeting that will decide on the discharge of the members of the Management and Supervisory Boards for the 2019 financial year.”