

## I. Proxy for ordinary stockholders

for the 140th Ordinary Annual General Meeting of Oberbank AG, at 10:00 a.m. on 20 May 2020, at Untere Donaulände 28, 4020 Linz

**IMPORTANT NOTE.** This proxy does not represent an entitlement to personal participation in the Annual General Meeting. Please contact the financial institute managing your account and ensure that by means of an account confirmation (record day: 10 May 2020) you have been correctly registered for attendance at the Annual General Meeting under the securities named below.

**Registration closing date:** 15 May 2020, midnight, CET (receipt of account confirmation)

With the allocation of this proxy, I confirm that I have read the information published by the company on its website or contained in the convocation request. In order to facilitate the exercise of stockholder rights during the Annual General Meeting, I declare my consent to the processing of personal data (name, address, date of birth, number of the securities account, number of shares, possible share category, number of the voting card and e-mail address).

### Principal (stockholder)

\_\_\_\_\_  
First name, family name / company name

\_\_\_\_\_  
Address, post code, place of residence

\_\_\_\_\_  
Date of birth / Register no.

\_\_\_\_\_  
Account number

\_\_\_\_\_  
Financial institute

\_\_\_\_\_  
E-mail address (the proxy allocation confirms that only the principal has access to this e-mail address)

Should you allocate this proxy not as a stockholder, but as the representative of a stockholder, please enclose proof of your representation authorisation (proxy allocated by the stockholder, court appointment decree, etc.).

### Granting of a proxy

I/we authorise the following independent proxy holder to

- exercise the voting right
- and the rights to submit motions and raise objections

in conjunction with the right to allocate sub-proxies, free from restrictions in cases of multiple representation. The voting right, the right to submit motions and the right to raise objections shall only be exercised under instruction. If no instruction has been given regarding a proposed resolution, the representative shall abstain from voting.

Should more than one voting representative be ticked, the proxy shall be allocated to the first named amongst the persons ticked:

- Dr. Michael Knap, Vice President of IVA**  
Feldmühlgasse 22, 1130 Vienna; knap.oberbank@hauptversammlung.at
- or Dr. Christoph Nauer, LL.M, lawyer**  
ARES-Tower, Donau-City-Strasse 11, 1220 Vienna; nauer.oberbank@hauptversammlung.at
- or Mag. Ewald Oberhammer, lawyer**  
Karlsplatz 3/1, 1010 Vienna; oberhammer.oberbank@hauptversammlung.at
- or Dr. Christian Temmel, MBA, lawyer**  
Schottenring 14, 1010 Vienna; temmel.oberbank@hauptversammlung.at

for the following securities

**Ordinary shares (ISIN AT0000625108)**  
Number (should this not be stated, the number noted in the account confirmation will be included in the proxy)

Limitations upon the proxy:

## II. Instructions

for the 140th Ordinary Annual General Meeting of Oberbank AG, at 10:00 a.m. on 20 May 2020, at Untere Donaulände 28, 4020 Linz

### Voting instructions regarding proposed resolutions relating to the agenda items

The proxy is instructed to exercise my (our) voting right to the resolutions proposed by the administration (Managing and Supervisory Boards) and made available on the company website as follows:

(Please cross inside the box <input checked="" type="checkbox"/> ; do not use a red pen)		FOR	AGAINST	ABSTENTION
<b>Proposed resolutions of the administration</b>				
1.	Presentation of the established annual financial statements and the management report for the 2019 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 2019 financial year.	No resolution proposal necessary		
2.	Distribution of the net profit reported in the financial statements for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of the members of the Management Board for the 2019 financial year			
a)	Discharge of Director General Dr. Franz Gasselsberger, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b)	Discharge of Executive Director Mag. Dr. Josef Weißl, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c)	Discharge of Executive Director Mag. Florian Hagenauer, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of the members of the Supervisory Board for the 2019 financial year.			
a)	Discharge of Mag. Dr. Herta Stockbauer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b)	Discharge of Dr. Ludwig Andorfer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c)	Discharge of Dir. Gerhard Burtscher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d)	Discharge of Dr. Wolfgang Eder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e)	Discharge of Mag. Gregor Hofstätter-Pobst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f)	Discharge of Mag. Dr. Stephan Koren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g)	Discharge of Univ.-Prof. MMag. Dr. Barbara Leitl-Staudinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h)	Discharge of Alfred Leu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i)	Discharge of DI DDr. h.c. Peter Mitterbauer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j)	Discharge of Karl Samstag	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k)	Discharge of MMag. Dr. Barbara Steger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
l)	Discharge of Mag. Dr. Martin Zahlbruckner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
m)	Discharge of Wolfgang Pischinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
n)	Discharge of Susanne Braun	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
o)	Discharge of Alexandra Grabner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
p)	Discharge of Elfriede Höchtel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

q)	Discharge of Doris Pirner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
r)	Discharge of Sven Zeiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Elections to the Supervisory Board			
a)	Election of DI Franz-Peter Mitterbauer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b)	Election of XY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Selection of the bank auditors for the 2021 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Amendment to § 16 of the articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Determination of emoluments to the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	The revocation of the authorisation of the Management Board granted by the 138th Annual General Meeting of 15 May 2018, pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act, for the purchase of own 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 own 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 140th Annual General Meeting pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	The revocation of the authorisation of the Management Board granted by the 138th Annual General Meeting of 15 May 2018, pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act, for the purchase of own shares of an idle amount subject to the simultaneous empowerment of the Management Board to purchase own 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 140th Annual General Meeting for the purpose of securities trading pursuant to §65 Para.1 Clause 7 of the Stock Corporation Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	The revocation of the authorisation of the Management Board granted by the 138th Annual General Meeting of 15 May 2018, pursuant to §65 Para.1 Clause 4 of the Stock Corporation Act, for the purchase of own shares of an idle amount subject to the simultaneous empowerment of the Management Board to purchase for neutral purposes own 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 140th Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Additional agenda items requested by UniCredit Bank Austria AG and CABO Beteiligungsgesellschaft m.b.H.:</b>				
13.	Passing of a resolution regarding an amendment to § 4 Para. 1 of the articles to the effect that all existing preferred shares be converted into ordinary shares through the annulment of the preference pursuant to § 129 Stock Corporation Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Passing of a resolution regarding the holding of an extraordinary audit regarding ALPENLÄNDISCHE GARANTIE-GESELLSCHAFT m.b.H. ("ALGAR")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Passing of a resolution regarding the holding of an extraordinary audit regarding Beteiligungsverwaltung Gesellschaft m.b.H. ("BVG2")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Passing of a resolution regarding the holding of an extraordinary audit regarding Xanthos Private Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	Passing of a resolution regarding the holding of an extraordinary audit regarding payments and other services to BKS, BTV, G3B und Wüstenrot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	Passing of a resolution regarding the holding of an extraordinary audit regarding payments and other services to stockholders / "friendly investors"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	Minority request pursuant to § 134 Para.1 Stock Corporation Act for the assertion of claims for damages against stockholders and members of the Management Board	No resolution proposal necessary		

Should separate voting occur regarding individual items contained in a proposed resolution, the instruction issued concerning this proposal shall apply to each single voting procedure.

In the case of proposed resolutions for which no, or an unclear instruction (e.g. both FOR and AGAINST the same proposed resolution) has been issued, the proxy shall abstain from voting.

If following the submission of this form additional or modified instructions are issued, the instructions allocated here shall remain valid to the extent that they are not altered or revoked.

**Other instructions (e.g. for motions and objections):**

\_\_\_\_\_

Date

\_\_\_\_\_

Signature / Authorised company signature

\_\_\_\_\_

If necessary, signatures of all joint owners

**Please send the fully completed form by 4.00 p.m. CEST (time of arrival) on 18 May 2020,**

- by **post** to Oberbank AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by **fax** to +43 (0) 1 8900 500-46
- by **e-mail** to the address provided by the proxy selected above (as a scanned enclosure; TIF, PDF, etc.)

Additional information is available on the homepage: [www.oberbank.at](http://www.oberbank.at)