

Proposed Resolutions

for the Meeting of Preferred Stockholders **on Tuesday, May 8, 2012 at 9.00 a.m.**

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. "Passing of a resolution concerning

- a) "The revocation of the authorization of the Management Board granted by the 128th Annual General Meeting of May 27, 2008, pursuant to §169 of the Austrian Stock Corporation Act, to increase share capital within four years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 720,000 through the issue of up to 240,000 new no-par bearer shares, subject to the exclusion of stockholder subscription rights, for issue to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company, and the simultaneous empowerment of the Management Board to raise share capital within five years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 750,000 through the issue of up to 250,000 new no-par bearer shares in exchange for cash and the exclusion of stockholder subscription rights, whereby the type of share, the issue price and the conditions of issue shall be established by the Management Board with the agreement of the Supervisory Board, provided that the capital increase serves the issue of shares to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company. The Supervisory Board shall be authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital.
- b) the corresponding amendment to § 4 (share capital and shares) Para. (2) of the articles."

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

- "a) The authorisation of the Management Board by the 128th Annual General Meeting of May 27, 2008, pursuant to §169 of the Austrian Stock Corporation Act, to increase share capital within four years from the date of entry of the corresponding amendment to the articles in the company register, if apposite in several tranches, by up to EUR 720,000 through the issue of up to 240,000 new no-par bearer shares, subject to the exclusion of stockholder subscription rights, for issue to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company shall be revoked and at the same time the Management Board empowered to raise share capital within five years from the date of entry of the corresponding amendment the articles in the company register, if apposite in several tranches, by up to EUR 750,000 through the issue of up to 250,000 new no-par bearer shares in exchange for cash and the exclusion of stockholder subscription rights, whereby the type of share, the issue price and the conditions of issue shall be established by the Management Board with the agreement of the Supervisory Board, provided that the capital increase serves the issue of shares to employees, managerial personnel, the Oberbank AG private staff trust and management board members of the company, or an associated company. The Supervisory Board shall be authorised to make amendments to the articles, necessitated by the issue of shares from the approved capital.
- b) the corresponding amendment to § 4 (share capital and shares) Para. (2) of the articles."

