

Proposed Resolutions

for the 133rd Annual General Meeting
on Tuesday, May 14, 2013 at 10.00 a.m.

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

1. Presentation of the established annual financial statements and the financial statements for the 2012 financial year with the report of the Supervisory Board and the corporate governance report; presentation of the consolidated financial statements and the group management report for the 2012 financial year.

The aforementioned documents are available on the Internet for perusal under [www.oberbank.at/Investor Relations/Hauptversammlung 2013](http://www.oberbank.at/Investor_Relations/Hauptversammlung_2013).

The passing of a resolution regarding this item on the agenda is unnecessary.

2. Passing of a resolution concerning the use of the net profit for the 2012 financial year.

“The Management Board and the Supervisory Board propose that from the net profit of EUR 14,598,141.51 reported in the annual financial statements as at December 31, 2012, a dividend of EUR 0.50 per dividend bearing share be distributed and the remainder be carried forward to new account.

In addition, the Management Board and the Supervisory Board propose that May 21, 2013 be established as the dividend payment date.”

3. Passing of a resolution regarding the granting of discharge to the members of the Management and Supervisory Boards for the 2012 financial year

“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2012 financial year be granted to all members of both the Management Board and the Supervisory Board in two respective votes.”

4. Election to the Supervisory Board

In accordance with § 11 Abs. 2 of the articles, with the ending of the Annual General Meeting, every year at least one-fifth of the members of the Supervisory Board 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 December 31, 2012, the Supervisory Board had thirteen members elected by the Annual General Meeting and therefore three of its members shall step down.

Following the expiry of the term of office, this year:

- Mr. Peter Gaugg

will step down.

Following the resignation from his appointment at the end of the 133rd Annual General Meeting:

- Dr. Luciano Cirina

will step down.

An additional member was selected to step down by the drawing of lots. This is:

- DDr. Waldemar Jud

Messrs Gaugg and Jud are available for re-election. For the vacancy caused by the resignation of Dr. Luciano Cirina, the Supervisory Board have proposed

- Dr. Peter Thirring

as a candidate for election.

Pursuant to § 87 (2) of the Austrian Stock Corporation Act, a detailed curriculum vitae and a declaration pursuant to § 87 (2) Corporation Act are available for all the individual candidates and in accordance with § 108 Para. 3 and 4 were provided in appropriate good time for review and publication on the Internet. These documents evidence the specialist qualifications of the candidates and their professional or comparable functions, and point to the fact that no circumstances exist that would justify concerns regarding a conflict of interests.

No indication exists of non-fulfilment with regard to their specialist qualifications and professional reliability.

“The Oberbank Supervisory Board proposes that

*- Dr. Peter Thirring
be newly elected*

and Messrs

- Peter Gaugg

- DDr. Waldemar Jud

be re-elected to the Supervisory Board of the company in separate votes in accordance with the above listing for the maximum period permitted under the articles, which is until the end of the Annual General Meeting determining the granting of discharge for the 2017 financial year.”

5. Selection of the bank auditors for the 2014 financial year

The bank auditors for the 2014 financial year are to be newly selected.

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 March 28, 2013.

“Therefore, the Oberbank Supervisory Board proposes that KPMG Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz be appointed as the auditors of the financial statements and the bank with regard to the company and consolidated financial statements for the 2014 financial year.”