

## **Proposals for Resolutions on the Agenda Items**

**Agenda item 1: Presentation of the approved annual financial statements together with the management report, the consolidated corporate governance report, the consolidated financial statements together with the consolidated management report, the proposal for a resolution on the appropriation of profit and the report of the Supervisory Board for the financial year 2022**

No resolution is required on this agenda item.

### **Agenda item 2: Resolution on the appropriation of profit**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

*"The profit available for distribution recognized in the annual financial statements of BAWAG Group AG as of 31 December 2022 in the amount of EUR 3,535,397,473.21 shall be appropriated in accordance with the Management Board's proposal as follows: Each share which is entitled to a dividend on the record date (5 April 2023) shall receive a dividend in the amount of EUR 3.70, adding up to a maximum of EUR 304,503,630. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 6 April 2023, ex dividend day will be 4 April 2023."*

### **Agenda item 3: Resolution on granting discharge to the members of the Management Board with regard to the financial year 2022**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

*"All members of the Management Board of BAWAG Group AG incumbent in the financial year 2022 are granted discharge for their activity in the financial year 2022."*

### **Agenda item 4: Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2022**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

*"All members of the Supervisory Board of BAWAG Group AG incumbent in the financial year 2022 are granted discharge for their activity in the financial year 2022."*

### **Agenda item 5: Appointment of the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2024**

The Supervisory Board proposes that the General Meeting adopts the following resolution:

*"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft will be appointed auditor of the annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report for the financial year 2024."*

Explanatory Notes: The auditor for the current financial year 2023, which is also KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, was appointed in the annual general meeting held on 28 March 2022.

### **Agenda item 6: Approval of the Remuneration Report 2022**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

*"The Remuneration Report for the financial year 2022 concerning the Management Board and the Supervisory Board shall be approved."*

Explanatory Notes: The remuneration report for the financial year 2022 was drawn up in accordance with the relevant provisions and resolved on by both Management Board and Supervisory Board.

### **Agenda item 7: Resolution to authorize the Management Board**

- a. to acquire the Company's own shares pursuant to Section 65 Para 1 no 8 and Para 1a and 1b Austrian Stock Corporation Act (AktG) via the stock exchange, a public offer or over-the-counter, also with the exclusion of pro rata shareholder rights of re-purchase (reverse exclusion of subscription rights),**
- b. to decide on any other mode of transferring the Company's own shares pursuant to Section 65 Para 1b AktG, i.e. other than via the stock exchange or a public offer, while applying *mutatis mutandis* the rules on the exclusion of shareholder subscription rights,**
- c. to reduce the share capital by canceling these treasury shares with no further resolution of the General Meeting,**
- d. all of the above (a. through c.) whilst revoking the corresponding authorization in accordance with the resolution on item 8 of the agenda adopted by the General Meeting on 28 March 2022.**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolutions:

*"a. The Management Board shall be authorized for a period of 30 months from the date of today's resolution in accordance with Section 65 Para 1 no 8 and Para 1a and 1b AktG to acquire own shares of the Company.*

*The consideration to be paid per share when acquiring shares must not be lower than EUR 1.00 (= calculated proportion of the share capital) and must not be more than 50 percent above the volume weighted average price of the last 20 trading days preceding the respective purchase; in the event of a public offer, the reference date for the end of this period shall be the day on which the intention to launch a public offer has been announced (Section 5 Paras 2 and 3 Austrian Takeover Act ("ÜbG")). The Management Board is authorized to determine the repurchase conditions.*

*The Management Board may exercise this authorization within the statutory limits on the maximum number of own shares either once or on several occasions up to a maximum volume of 10 percent of the share capital, provided that the percentage amount of the share capital of the Company relating to shares held by the Company on account of this authorization or otherwise does not exceed 10 percent of the share capital at any time. Repeated exercise of this authorization is permissible. Also, it may be exercised for one or several purposes by the Company, by a subsidiary (Section 189a no 7 of the Commercial Code) or by third parties acting on behalf of the Company.*

*The acquisition may take place at the discretion of the Management Board via the stock exchange or a public offer or, with the consent of the Supervisory Board, in any other legally permissible, appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of re-purchase (reverse exclusion of subscription rights) and also by using equity capital derivatives. Trading in own shares is excluded as a purpose for purchase.*

*b. The Management Board is also authorized to transfer the acquired shares without an additional resolution by the General Meeting via the stock exchange or a public offer and to determine the terms of transfer.*

*Further, the Management Board is authorized for the period of five years from the date of today's resolution in accordance with Section 65 Para 1b AktG, to adopt a resolution, subject to the consent of the Supervisory Board, on the transfer of treasury shares using a different legally permitted method of transferring than via the stock exchange or a public offer and on an exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the transfer of shares. This authorization includes, in particular, but is not limited to, the transfer of own shares by using a different legally permitted method of transferring than via the stock exchange or a public offer for the following purposes:*

- i. to the extent necessary to service debt instruments (including participation rights) with conversion or option rights or a conversion obligation issued by the Company or its subsidiaries (Section 189a no 7 Commercial Code) or yet to be issued;*
- ii. to transfer shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code) for remuneration purposes;*
- iii. in order to be able to transfer the shares in exchange for non-cash-contributions, provided this is done for the purpose of (also indirectly) acquiring companies, parts of companies or participations in companies or other assets related to an acquisition project;*
- iv. to carry out a so-called "scrip dividend" in the course of which the shareholders of the Company are offered to contribute their dividend claim (in whole or in part) as a contribution in kind against the transfer of own shares;*
- v. in order to be able to transfer the shares in any way other than via the stock exchange or a public offer to all shareholders provided the exercise of the present authorization is objectively justified on the exercise date in accordance with the respective applicable legal requirements.*

*c. In addition, the Management Board is authorized to cancel the own shares acquired in whole or in part without an additional resolution by the General Meeting with the consent of the Supervisory Board. The cancelation causes a capital reduction by the portion of the share capital that is attributable to the canceled shares.*

*All authorizations (Sections a.-c.) can be used once or on several occasions, in whole or in part, individually or jointly. The authorizations also include the use of treasury shares held by the Company, as well as shares in the Company acquired by subsidiaries or third parties for the account of the Company or a subsidiary pursuant to Section 66 AktG. In addition, the authorizations set forth in Sections b. and c. shall apply both to treasury shares already held by the Company on the day of this resolution and to treasury shares to be acquired in future.*

*d. The corresponding authorizations granted by the General Meeting held on 28 March 2022, agenda item 8, shall be revoked."*

Explanatory Notes: Reference is made to the Management Board's report on the acquisition and the transfer of treasury shares of the Company pursuant to Section 65 Para 1b in conjunction with Section 170 Para 2 in conjunction with Section 153 Para 4 AktG.

### **Agenda item 8: Amendments to the Articles of Association in Section 10**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolutions:

Section 10 of the Articles of Association is changed to the effect that a new subsection 10.5 is included after subsection 10.4 which reads as follows:

#### **10.5 Remote participation and remote voting**

1. *The Management Board is authorized, with the consent of the Supervisory Board, to provide that shareholders may participate in the General Meeting throughout its whole duration from any location by means of an acoustic and, if necessary, also optical two-way connection in real time, which enables shareholders to follow the course of the negotiations and, if the Chairman gives them the floor, to address the General Meeting themselves (remote participation).*
2. *The Management Board is authorized, with the consent of the Supervisory Board, to provide that shareholders may cast their votes electronically from any location during the General Meeting (remote voting). In this case, the Management Board shall regulate the manner in which shareholders may raise an objection.*
3. *For remote participation (item 10.5.1) and remote voting (item 10.5.2) a separate registration may be required and an earlier date deviating from Section 111 para 2 AktG may be set for the end of the registration period.*
4. *Votes cast in the course of remote voting (item 10.5.2) shall be null and void if the resolution is passed in the General Meeting with a different content than provided for in the form or in the input mask.*
5. *Proposals for resolutions by shareholders pursuant to Section 110 AktG shall only be put to the vote if the proposal is repeated at the meeting. In the case of resolution proposals of shareholders who participate in the General Meeting by way of remote voting (item 10.5.2), the requirement pursuant to sentence 1 shall be replaced by the submission of votes by electronic means prior to the General Meeting or the establishment of the connection for the submission of votes by electronic means during the General Meeting by the shareholder who submitted the resolution proposal.*
6. *A General Meeting may be held without the physical presence of the participants in accordance with the legal provisions applicable on the day of the General Meeting (virtual General Meeting). The Management Board shall decide, with the consent of the Supervisory Board, on the form in which the General Meeting is to be held, i.e. whether it is to be held (i) with the physical presence of the participants, (ii) without the physical presence of the participants (virtual General Meeting) or (iii) as a General Meeting at which the individual participants can choose between physical and virtual participation (hybrid General Meeting). If the General Meeting is convened by the Supervisory Board, it shall be left to the latter to decide on the form in which it is to be held in the aforementioned sense.*
7. *To the extent that organizational and technical specifications for a virtual or hybrid General Meeting do not result from the legal provisions on virtual General Meeting applicable on the day of the General Meeting or from the Articles of Association, they shall be made by the Management Board or the Supervisory Board as the convening body.*

8. *In all other respects, the Management Board or the Supervisory Board, as the convening body, shall be called upon to take all decisions necessary to hold a General Meeting or a hybrid General Meeting.*
9. *The notice convening the virtual General Meeting or corresponding information provided on the company's website from the 21<sup>st</sup> day prior to the General Meeting shall state the organizational and technical requirements for participation in the virtual General Meeting.*
10. *The virtual General Meeting is transmitted visually and acoustically in real time for the participants. Public transmission of the virtual General Meeting may also be carried out.*
11. *During the virtual General Meeting, the shareholders shall have the opportunity to speak by way of electronic communication, e.g. by e-mail, in accordance with the legal provisions in force on the day of the General Meeting. If a shareholder is given the floor by the Chairman, he shall be granted an opportunity to speak by way of video communication by the Chairman. The Chairman decides on the order of the speeches and also on the time up to which speeches may be made or up to which questions may be asked.*
12. *In addition, the Company shall, in accordance with the legal provisions in force on the day of the General Meeting, provide shareholders with an electronic means of communication, e.g. e-mail, by which they may submit questions and motions for resolutions to the Company no later than on the third working day prior to the General Meeting. The questions and motions for resolutions submitted in this way shall be read out at the General Meeting or brought to the attention of the shareholders in another suitable manner, e.g. on the Company's website.*
13. *In accordance with the legal provisions in force on the day of the General Meeting, shareholders may exercise their voting rights in electronic communication for all votes in the virtual General Meeting and, if necessary, also raise objections in this way. The Company may, in accordance with the technical possibilities on the day of the General Meeting, set up and announce a special e-mail address to which the voting right exercise or the objection can be sent to the Company, offer the use of special voting software or a corresponding function on the Company's website (General Meeting portal) for the purpose of exercising voting rights or raising objections.*
14. *In the case of a virtual General Meeting, the company shall provide the shareholders, at its own expense, with at least one suitable special proxy who is independent of the company and who can be authorized by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an objection in the virtual General Meeting.*

Due to the insertion of the new subsection as shown above, the numbering of items 10.5 (Voting Rights, Proxies) and 10.6 (Majorities in the General Meeting) in the current version of the Articles of Association is changed accordingly and now reads item 10.6 (Voting Rights, Proxies) and item 10.7 (Majorities in the General Meeting).

The Management Board shall be authorized to file this amendment to the Articles of Association with the commercial register as soon as a corresponding federal law with respect to virtual general meetings has been implemented (presumably called “*Virtuelle Gesellschafterversammlungen-Gesetz – VirtGesG*”).

Explanatory note:

In Germany and Switzerland laws have been passed that allow for general meetings which may be held without participants being physically present (virtual general meetings). The Austrian Stock Corporation Act already enables shareholders to exercise their rights without physically attending a general meeting (remote participation and remote voting). BAWAG Group AG’s Articles of Association also authorize the management board to broadcast the general meeting.

It is expected that new legislation will be implemented in Austria in 2023 which will allow general meetings to be held virtually and provide the legal framework for such general meetings.

The Management Board and the Supervisory Board would like to amend the Articles of Association accordingly in the upcoming Annual General Meeting on 31 March 2023.