

CONVOCAATION

to the
ANNUAL GENERAL MEETING
of

BAWAG Group AG

registered under FN 269842 b with the companies register held by the Commercial Court Vienna
(the "**Company**" or "**BAWAG**")

which will be held
on 8 April 2024, 11.00 am Vienna Time

at the Company's headquarters
Wiedner Gürtel 11, Tower 17, first floor, 1100 Vienna, Austria

with the following

Agenda:

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 2023.
2. Resolution on the appropriation of profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2023.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2023.
5. Appointment of the auditor and the group auditor for audit of the annual financial statements, the consolidated financial statements and (if by then required) the (consolidated) corporate sustainability report for the financial year 2025.
6. Appointment of the auditor of the (consolidated) corporate sustainability report 2024 (if by then required).
7. Approval of the remuneration report 2023.
8. Approval of the remuneration policy concerning Management Board members and Supervisory Board members.

9. 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 Austrian Stock Corporation Act (*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 7 of the agenda adopted by the General Meeting on 31 March 2023.
10. Resolution to revoke the existing authorized capital and to authorize the Management Board to increase the Company's share capital by up to EUR 31,440,000 in exchange for cash and/or contribution-in-kind, also with the exclusion of the shareholders' subscription right, and to amend the Company's Articles of Association in Section 5.
11. Resolution to authorize the Management Board pursuant to Section 174 Para 2 Austrian Stock Corporation Act (*AktG*) to issue convertible bonds with the exclusion of the shareholders' subscription rights.
12. Resolution to conditionally increase the Company's share capital pursuant to Section 159 Para 2 No 1 Austrian Stock Corporation Act (*AktG*) by up to EUR 7,860,000 and to amend the Company's Articles of Association in Section 5.
13. Amendment of the Articles of Association in Section 10 (Virtual General Meeting and Hybrid General Meeting).

1. Provision of information

On **18 March 2024** (at the latest), in particular the following documents will be made available for viewing on the company's registered website at www.bawaggroup.com pursuant to Section 108 Para 3 and 4 of the Austrian Stock Corporation Act (*AktG*):

- this convocation to the General Meeting;
- the annual financial statements 2023 together with the management report;
- the consolidated corporate governance report for the financial year 2023;
- the consolidated financial statements and consolidated management report for the financial year 2023;

- the consolidated non-financial report 2023;
- the report of the Supervisory Board for the financial year 2023;
- the proposal of the Managing Board for the resolution on the appropriation of profit;
- the proposals for resolutions on the agenda items 2 to 13;
- the remuneration report concerning the financial year 2023 pursuant to Section 78c of the Austrian Stock Corporation Act (*AktG*) concerning agenda item 7;
- the remuneration policy concerning the Management Board members and the Supervisory Board members pursuant to Sections 78a et seq respective Section 98a in conjunction with Sections 78a et seq Austrian Stock Corporation Act (*AktG*) concerning agenda item 8;
- the report of the Management Board pursuant to Section 65 Para 1b in conjunction with Sections 170 Para 2 and 153 Para 4 Stock Corporation Act (*AktG*) concerning agenda item 9;
- the report of the Management Board pursuant to Section 170 Para 2 in conjunction with Section 153 Para 4 of the Austrian Stock Corporation Act (*AktG*) concerning agenda item 10;
- the report of the Management Board pursuant to Section 174 Para 4 in conjunction with Section 153 Para 4 of the Austrian Stock Corporation Act (*AktG*) concerning agenda item 11;
- a comparison of the current version and the amended version of the Company's Articles of Association;
- the forms for granting and revoking proxy pursuant to Section 114 of the Austrian Stock Corporation Act (*AktG*); and
- the document containing the data protection information.

2. Requirements for participation in the General Meeting

2.1. Record Date

The right to participate in the General Meeting and to exercise the voting rights and further shareholder rights which may be exercised in the course of the General Meeting depends on the share ownership at the end of the tenth day prior to the day of the General Meeting, and thus on **29 March 2024**, end of day (Vienna Time, the "**Record Date**").

Only shareholders who are capable of evidencing to the Company their share ownership on the Record Date have the right to exercise their shareholders' rights in the General Meeting. Share ownership on the Record Date must be verified by submitting a deposit certificate pursuant to Section 10a of the Austrian Stock Corporation Act (*AktG*).

The deposit certificate must be received by the Company by no later than on the third working day prior to the General Meeting, and thus on **3 April 2024 (received by the Company)** at the latest, through one of the following communication channels and addresses, respectively, pursuant to Point 10.3 Para 4 of the Articles of Association of the Company:

- by fax: + 43 (0)1 8900 500 50
- by SWIFT: BAWAATWW (Message Type MT598 or Type MT599, please include “HV BAWAG” in field 20 and “ISIN AT0000BAWAG2” in field 77E or 79)
- by e-mail: anmeldung.bawaggroup@hauptversammlung.at
scanned deposit certificate, e.g. PDF format, as attachment
- by mail/courier: HV-Veranstaltungsservice GmbH
Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

Please note that the appointment of an independent proxy and the exercise of the right to information by shareholders cannot be validly effected without a deposit receipt being received by the Company in due time.

2.2. Deposit Certificate

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following details (Section 10a Para 2 of the Austrian Stock Corporation Act (*AktG*)):

- information on the issuer: name/company name and address or a code used between banks (SWIFT-Code);
- information on the shareholder: name/company name, address, date of birth in case of natural persons or in case of legal persons, designation of company register and registration number with which the legal person is registered in its home state;
- securities account number or other identification of securities account;
- information on the shares: number of shares held by the shareholder, ISIN AT0000BAWAG2 (internationally used securities identification number); and
- term or period, to which the deposit certificate relates.

The deposit certificate will be accepted in German or English.

3. Appointment of a proxy

Pursuant to Section 113 of the Austrian Stock Corporation Act (*AktG*) every shareholder entitled to attend the General Meeting has the right to appoint a proxy, which can either be a natural or a legal person. The proxy attends the meeting in the name of the shareholder and is vested with the same rights as the shareholder being represented.

The proxy appointment must be granted to a specific person (either a natural or a legal person). There is no restriction on the number of persons who can be appointed as proxy. Pursuant to Point 10.5 Para 3 of the Articles of Association of BAWAG Group AG the proxy must be granted in text form. The revocation of proxy appointments also requires text form at least.

The proxy forms and the forms for revocation of the proxy appointment must be received and kept by the Company. You are kindly asked to present the proxy forms and the forms for revocation of the proxy appointment, respectively, either upon registration at the entrance of the General Meeting or to provide it in advance by no later than **Friday, 5 April 2024, 4:00 p.m.**, Vienna Time, through one of the following communication channels and addresses:

by fax: + 43 (0)1 8900 500 50
by e-mail: anmeldung.bawaggroup@hauptversammlung.at
scanned, e.g. PDF form, as attachment)
by mail: HV-Veranstaltungsservice GmbH
Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

If the shareholder has issued a proxy to the custodian bank (Section 10a of the Austrian Stock Corporation Act (*AktG*)), a confirmation of the custodian bank in addition to the deposit certificate stating that it was granted proxy shall suffice. The confirmation may also be made by the custodian bank via SWIFT, BAWAATWW (please indicate Message Type MT598 or Type MT599 and ISIN AT0000BAWAG2 in the text in any case).

The Shareholders are hereby informed that also in case of issuance of proxies the requirements for attending the General Meeting, as described under Point 2 (*Requirements for Participation in the General Meeting*) must be met.

As a special service and in accordance with our Corporate Governance, Florian Beckermann of the Austrian Shareholder Association (*Interessenverband für Anleger - IVA*), Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy for the exercise of voting rights at the Annual General Meeting in accordance with instructions. Florian Beckermann may be contacted via E-Mail (beckermann.bawaggroup@hauptversammlung.at). The proxy will be present at the General Meeting and accessible during the General Meeting via e-mail address weisungen.bawaggroup@hauptversammlung.at. Please note that this e-mail address serves for accessibility of Florian Beckermann during the General Meeting only. The costs of the proxy are fully borne by BAWAG Group AG. All other costs, in particular own bank charges for the deposit certificate or postage costs, shall be borne by the shareholders.

If the shareholder desires to issue a proxy to Florian Beckermann, the respective shareholder needs to apply for a deposit certificate to its custodian bank. Florian Beckermann must be granted a written authorization to act as a proxy holder on this deposit certificate or on a separate sheet. The shareholder must further send the original written authorization to Florian Beckermann, c/o IVA, Feldmühlgasse 22, 1130 Vienna. Since the original written authorization must be received by the IVA no later than **5 April 2024**, shareholders are kindly reminded to consider the postal delivery time. It is recommended that the shareholder provides Florian Beckermann with instructions as to how the voting right shall be exercised (by Florian Beckermann or a sub-proxy authorized by Florian Beckermann) in the individual resolutions under the agenda items. Please note that the proxy will not accept requests to speak, to file objections to resolutions of the General Meeting or to ask questions or file applications.

The proxy forms, the forms for revocation of the proxy appointment as well as proxy forms to grant authorization to Florian Beckermann and a form to give voting instructions are available on the Company's website from **18 March 2024**, at www.bawaggroup.com.

Shareholders who have issued a proxy may nevertheless exercise their rights at the General Meeting. Personal attendance will be deemed to constitute revocation of any voting proxies previously issued.

4. Notice on shareholder rights

4.1. Request for agenda items by shareholders (Section 109 of the Austrian Stock Corporation Act (*AktG*))

Pursuant to Section 109 of the Austrian Stock Corporation Act (*AktG*) shareholders whose shares total at least **5 % of the registered capital**, individually or in aggregate, may request (to the Company in writing) that items are added to the agenda of this General Meeting and are published. "In writing" means with handwritten signature or corporate signature by the respective applicant or, if by e-mail, with a qualified electronic signature. Each agenda item submitted must be accompanied by a proposed resolution (also in German language) and a justification thereof.

Applicants must have held their shares for at least three months prior to their request. Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company and must confirm that the submitting shareholders have held the shares (5 % of the registered capital) continuously for a period of at least three months prior to submission. In case of several shareholders holding the required share ownership of 5 % of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under Point 2 (*Requirements for participation in the General Meeting*).

The request for additional agenda items will be accepted only if received by the Company in writing on the 21st day prior to the General Meeting at the latest, and thus by no later than **18 March 2024**, at BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, or, if by e-mail, with qualified electronic signature to hauptversammlung@bawaggroup.com.

4.2. Proposed resolutions of shareholders (Section 110 of the Austrian Stock Corporation Act (*AktG*))

Pursuant to Section 110 of the Austrian Stock Corporation Act (*AktG*) shareholders whose shares total at least **1 % of the registered capital**, individually or in aggregate, may submit proposed resolutions together with a justification for each agenda item by written request pursuant to Section 13 Para 2 of the Austrian Stock Corporation Act (*AktG*) and may request that such proposed resolutions, together with the name of the respective shareholders, the accompanying justification and any optional statement of the Management Board or Supervisory Board be made available on the Company's website (www.bawaggroup.com). The proposed resolution, but not its justification, must always be submitted in German language.

Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company. In case of several shareholders holding the required share ownership of 1 % of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under Point 2 (*Requirements for participation in the General Meeting*) of this convocation notice.

Proposals for resolutions will be taken into consideration if received by the Company in writing on the 7th working day prior to the General Meeting at the latest, and thus by no later than **27 March 2024**, at BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, by fax: + 43 (0) 599 05 / 522029 or by e-mail hauptversammlung@bawaggroup.com, scanned, e.g. PDF format, as attachment.

4.3. Right to information (Section 118 of the Austrian Stock Corporation Act (*AktG*))

Pursuant to Section 118 of the Austrian Stock Corporation Act (*AktG*) every shareholder will be granted on demand disclosure about all the Company's affairs in the General Meeting to the extent necessary for the proper assessment of an agenda item. A prerequisite for the exercise of the shareholders' right to information is the proof of the right to participate.

Disclosure may be denied if a reasonable commercial assessment reveals that disclosure could cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution. Disclosure may also be denied to the extent this information was continuously available on the Company's website in the form of Q & A at least seven days prior to the General Meeting, and thus at least since **1 April 2024**, provided this information remains accessible on the Company's website for one month after the General Meeting, and thus at least until **8 May 2024**.

The timeframe within which shareholders are allowed to exercise their right to information will be determined by the Chairman in the course of the General Meeting.

For the sake of an efficient meeting, shareholders are asked to submit any questions which require longer preparation in due time prior to the General Meeting and in writing to BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Jutta Wimmer, or by e-mail to fragen.bawaggroup@hauptversammlung.at such that they are received by the Company until **3 April 2024** at the latest.

5. Total number of shares and voting rights at the time of the convocation of the General Meeting

At the time of convening the General Meeting the Company's registered share capital amounts to EUR 78,600,000 and is split into 78,600,000 no-par value shares, each participating in the share capital to the same extent. Each share carries one vote. At the time of convening the General Meeting the

Company holds 92,396 own shares. The Company has no rights in respect of these shares, in particular, no voting rights. There is only one class of shares.

6. Data protection information

For further information on the data being processed in connection with this General Meeting, please refer to the information document published on www.bawaggroup.com/agm.

Vienna, this March 2024

The Management Board