

# **Proposed resolutions**

## **for the 145th Ordinary Annual General Meeting** **at 10 a.m. CEST on Tuesday, 13 May 2025**

Oberbank Donauforum, Untere Donaulände 28, 4020 Linz

- 1. Presentation of the established annual financial statements and the management report for the 2024 financial year, the report of the Supervisory Board, as well as the (consolidated) corporate governance report; presentation of the consolidated financial statements and the group management report including the (consolidated) sustainability report) for the 2024 financial year.**

The aforementioned documentation can be studied on the company website under [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung).

*A resolution regarding this agenda item is not required.*

- 2. Resolution concerning the distribution of the net profit reported in the financial statements for the 2024 financial year**

*“The Management Board and the Supervisory Board propose that from the net profit of EUR 81,408,771.30 reported in the annual financial statements as at 31 December 2024, a dividend of EUR 1.15 per dividend bearing share be distributed and the remaining amount be carried forward to new account.*

*In addition, the Management Board and the Supervisory Board propose that 20 May 2025 be established as the payment date for the dividend.”*

- 3. Resolution regarding the granting of discharge to the members of the Management Board for the 2024 financial year**

*“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2024 financial year be granted to all the members of the Oberbank AG Management Board.”*

- 4. Resolution regarding the granting of discharge to the members of the Supervisory Board for the 2024 financial year**

*“The Management Board and the Supervisory Board propose that an en bloc discharge for the 2024 financial year be granted to all the members of the Oberbank AG Supervisory Board.”*

- 5. Election to the Supervisory Board**

As at the closing date of 31 December 2024, the Supervisory Board consisted of ten members elected by the Annual General Meeting.

Following the expiry of his mandate at the end of the Annual General Meeting, this year:

- Dipl.-Ing. Franz Peter Mitterbauer, MBA

will stand down.

Dipl.-Ing. Franz Peter Mitterbauer, MBA is unavailable for re-election.

Following the resignation of her mandate, at the end of the Annual General Meeting, this year:

Dr. Herta Stockbauer

will stand down

Following the 144th Ordinary Annual General Meeting held on 13 May 2024, the Supervisory Board consisted of ten members elected by the AGM and five members delegated by the Staff Council. Therefore, two members are to be elected by the AGM in order that this number is again achieved.

*“The Supervisory Board proposes that*

- *Mag. Dr. Maria Theresia Niss, MBA*

*be newly elected for the maximum period permitted under the Articles of Association, which is until the end of the Annual General Meeting determining the granting of discharge for the 2029 financial year.*

*In addition, that*

- *Mag. Nikolaus Juhász*

*be newly elected for the remaining period of the mandate of the Supervisory Board member, Dr. Herta Stockbauer, who has stood down, and thus until the end of the Annual General Meeting determining the granting of discharge for the 2028 financial year.*

*Moreover, that the election to the Supervisory Board of the company take place singly and in separate votes in accordance with the above listing.”*

Pursuant to § 87 Para. 2 of the Austrian Stock Corporation Act each of the proposed candidates has provided a declaration, which together with detailed curriculum vitae is available on the website of the company at [www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung)

The proposed candidates were assessed with regard to their professional suitability and personal reliability in accordance with the “EBA Guidelines on the assessment of the suitability of members of the management body and key function holders” and the “FMA circular on the suitability assessment of managing directors, supervisory board members and key function holders (Fit & Proper Circular)” as well as the company’s internal “Fit & Proper Policy”. During this assessment, the Nomination Committee assessed the knowledge, skills and experience, personal reliability, sufficient temporal availability and independence of the candidates. The Nomination Committee determined the independence of the candidates in accordance with the Austrian Banking Act. The existence of (potential) conflicts of interest and the collective suitability of the Supervisory Board were also reviewed. These assessments resulted in a positive individual and collective assessment.

During the election of members of the Supervisory Board, the AGM must take into consideration the criteria established in § 87 Para. 2a of the Austrian Stock Corporation Act, especially with regard to the specialist and personal qualifications of the members,

the professionally balanced composition of the Supervisory Board, the diversity aspects relating to the representation of both genders, the age structure and internationality of the members, and their professional reliability. The Oberbank AG Supervisory Board accounts for the stipulations contained in § 87 Para. 2a of the Austrian Stock Corporation Act.

At present the Oberbank AG Supervisory Board consists of ten members elected by the Annual General Meeting and five representatives delegated by the Staff Council in accordance with § 110 Austrian Labour Relations Act. Of the ten capital representatives four are women and six are men, while of the five employee representatives three are women and two are men. The Supervisory Board thus consists of seven women and eight men and therewith fulfils the minimum percentage requirement pursuant to § 86 Para.7 of the Austrian Stock Corporation Act.

Neither the majority of the capital representatives, nor that of the staff representatives raised an objection in accordance with § 86 Para. 9 of the Austrian Stock Corporation Act. Therefore, pursuant to § 86 Para.7 of the Austrian Stock Corporation Act, compliance with the minimum percentage requirement is not separate but overall.

**6. Selection of the bank auditors for the 2026 financial year and, in the event that the legal requirements for the 2026 financial year so demand, selection of the auditor for the (consolidated) sustainability report for the 2026 financial year.**

An auditor has to be chosen for the 2026 financial year and following a selection process in accordance with §92 Para. 4a of the Stock Corporation Act, the Audit Committee of the Supervisory Board drew up a recommendation for the appointment of the auditors and presented its findings to the Supervisory Board at its meeting on 26 March 2025.

The Corporate Sustainability Reporting Directive (CSRD; Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to sustainability reporting by companies, OJ L 2022/322, 15.) will in future require an external review of the content of the sustainability report sections in the (consolidated) management report.

The CSRD was adopted by the EU Parliament, EU Council and EU Commission in the EU Parliament on 10 November 2022 and published in the Official Journal of the EU on 16 December. The directive came into force on 5 January 2023 and transposition into national law was required by 6 July 2024 with application to the reporting periods from 1 January 2024 onwards.

On 13 January 2025, the Sustainability Reporting Act (NaBeG), which aims to fulfil the obligations arising from the CSRD, was submitted as a ministerial draft for review. As yet it is unclear when this law will be passed by parliament.

As the draft stipulates that the auditor of the annual financial statements and the auditor of the sustainability report are to be selected by the Annual General Meeting, the Supervisory Board proposes that in the event of a legal requirement, an auditor for the sustainability report for the 2026 financial year be chosen.

*“The Supervisory Board proposes that Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna be appointed as the auditor for the financial statements and the bank with regard to the individual and consolidated financial statements for the 2026 financial year and if required by law for the financial years 2026, also as the auditor of the*

*(consolidated) sustainability report to be prepared by Oberbank AG for the financial year 2026.”*

## **7. Selection of the bank auditor for the Slovakian branch for the 2024 financial year**

Owing to the fact that pursuant to Slovakian law (Act No. 423/2015) non-independent EU branches are to be classified as public-interest entities, the appointment of the auditors for the Slovakian branch is to be undertaken by the Annual General Meeting.

*“In accordance with § 270 Para. 1 Austrian Company Code, in conjunction with § 19 Para. 2 of the Slovakian Accounting Act, the Supervisory Board proposes that Deloitte Audit s.r.o. Bratislava, be entrusted with the auditing of the business activities of the EU branch of Oberbank AG in Slovakia for the 2025 financial year.”*

## **8. Resolution regarding the remuneration report**

Pursuant to § 78c and § 98a of the Austrian Stock Corporation Act, the Management Board and Supervisory Board of a listed company must prepare a clear and understandable remuneration report that provides a comprehensive overview of the remuneration granted or owed to current and former members of the Management Board and Supervisory Board during the last financial year as part of the remuneration policy (§ 78a in conjunction with § 98a Austrian Stock Corporation Act), including all benefits in any form.

The remuneration report for the past financial year is to be presented to the Annual General Meeting for approval. The vote at the Annual General Meeting regarding the remuneration report has a recommendatory character. The proposal is non-contestable (§ 78d Para. 1 Austrian Stock Corporation Act).

*“The Management and Supervisory Boards propose that the report regarding the remuneration of the members of the Oberbank AG Management and Supervisory Boards in the 2024 financial year as published on the company website for the preparation of the Annual General Meeting ([www.oberbank.at/hauptversammlung](http://www.oberbank.at/hauptversammlung)) be approved.”*