

Comparison of the proposed changes of the Articles of Association

of

BAWAG Group AG

(registered with the Austrian Companies Register 269842 b)

in the Annual General Meeting to be held on 30 April 2019

5. Share Capital and Shares

(1)-(6) *unchanged*

(7) The Management Board shall be authorized, with the consent of the Supervisory Board to increase the share capital of the Company within five years from the date of the resolution, thus until September 15, 2022 – also in several tranches – against cash payments and/or contributions in kind by up to EUR 50,000,000 by issuing up to 50,000,000 new bearer shares with no par value and to define the issue price conditions in agreement with the supervisory board (Authorized Capital 2017).

In principle, shareholders are to be granted statutory subscription rights; Statutory subscription rights have to be granted to the Company's shareholders; The statutory subscription right may be granted to the shareholders in such a way that the capital increase is taken over by a credit institute or a consortium of credit institutions with the obligation to offer them to the shareholders according to their subscription right (indirect subscription right pursuant to section 153 para 6 AktG).

The statutory subscription right of the shareholders to the new shares issued from the Authorized Capital 2017 shall be excluded (direct exclusion of the statutory subscription right) if and to the extent that this authorization is utilized by issuing shares against

5. Share Capital and Shares

(1)-(6) *unchanged*

(7) The Management Board shall be authorized, with the consent of the Supervisory Board, to increase the share capital of the Company within five years from the date of the registration of the amendment to the Articles of Association in the commercial register, also in several tranches against contributions in cash and/or contributions in kind by up to EUR 40,000,000.00 by issuing up to 40,000,000 new bearer shares with no par value and to determine the issue price conditions in agreement with the supervisory board (Authorized Capital 2019).

In principle, shareholders are to be granted statutory subscription rights. The statutory subscription right may be granted to the shareholders in such a way that the capital increase is taken over by a credit institute or a consortium of credit institutions with the obligation to offer them to the shareholders according to their subscription right (indirect subscription right pursuant to Section 153 Para 6 AktG).

The statutory subscription right of the shareholders to the new shares issued from the Authorized Capital 2019 shall be excluded (direct exclusion of the statutory subscription right) if and to the extent that this authorization is utilized by issuing shares against

cash payments in a total amount of up to 10% of the share capital in the context of the placement of new shares of the company to (i) exclude from the shareholders' subscription right fractional amounts which may arise in the case of an unfavorable exchange ratio and / or (ii) to satisfy the exercise of over-allotment options (greenshoe options) granted to the issuing banks.

Further, the Management Board, with the consent of the Supervisory Board, shall be authorized to exclude the statutory subscription right in the following cases:

- a) to exclude subscription rights insofar as is necessary to grant subscription rights to new shares to the holders 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 as they would be entitled to such subscription rights after exercising the conversion or option right or upon fulfillment of a corresponding conversion obligation;
- b) to issue shares to employees, senior executives, and members of the Management Board of the Company or its subsidiaries (section 189a no 7 Commercial Code) within the framework of an employee participation program or a stock option program;
- c) in order to increase the share capital against contributions in kind, provided that the capital increase is carried out for the purpose of (also indirectly) acquiring companies, parts of companies or participations in companies or other assets related to an acquisition project
- d) 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 granting of new shares from the Authorized Capital 2017;
- e) in case of capital increases against cash payments, if the exercise of the this authorization is objectively justified on the exercise date in accordance with

cash payments in a total amount of up to 10% of the share capital in the context of the placement of new shares of the company to (i) exclude from the shareholders' subscription right fractional amounts which may arise in the case of an unfavorable exchange ratio and / or (ii) to satisfy the exercise of over-allotment options (greenshoe options) granted to the issuing banks.

Further, the Management Board, with the consent of the Supervisory Board, shall be authorized to exclude the statutory subscription right in particular, but not limited to, in the following cases:

- 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 issue 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 increase the share capital against contributions-in-kind, provided that the capital increase is carried out 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 granting of new shares from the Authorized Capital 2019;
- v. in case of capital increases against cash contribution, provided the exercise of this authorization is objectively justified on the exercise date in accordance with the respective applicable legal requirements. The shares issued with the exclusion of subscription rights on the basis of this authorization pursuant to this litera v. may not exceed a total of 10% of the share capital of the company

the respective applicable legal requirements. The shares issued with the exclusion of subscription rights on the basis of this authorization pursuant to litera e) may not exceed a total of 10% of the share capital of the company at the time of the effective date or, if such value is lower, at the time of the exercise of this authorization. This maximum limit of 10% of the share capital is reduced by the proportionate amount of the share capital attributable to those treasury shares of the Company that are sold and transferred by the Company during the term of the Authorized Capital 2017, while excluding the shareholders' subscription rights pursuant to sections 65 para 1b, 170 para 2, 153 para 4 AktG. In addition, the maximum limit is reduced by the proportionate amount of the share capital attributable to those shares which have to be granted to service debt instruments (including participation rights) with conversion or option rights or a conversion obligation, to the extent that such debt instruments (including participation rights) are issued during the term of the Authorized Capital 2017, while excluding the subscription rights subject to appropriate application of section 153 para 4 AktG.

The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the authorized capital.

at the time of the effective date or, if such value is lower, at the time of the exercise of this authorization.

(8) In accordance with Section 159 Para 2 no 1 AktG, the share capital of the Company shall be conditionally increased by up to EUR 10,000,000.00 by issuing up to 10,000,000 no-par value bearer shares for the purpose of issuing them to creditors of convertible bonds which the Management Board, with the consent of the Supervisory Board, may issue in the future on the basis of the authorization granted at the Annual General Meeting on 30 April 2019. The conditional capital increase may only be carried out to the extent that creditors of convertible bonds to be issued by the Company or their subsidiaries make use of their conversion and/or subscription rights to shares of the Company. The amount to be issued and conversion ratio shall be determined in accordance with the interests of the Company, the existing shareholders and the subscribers of the convertible bonds within the framework of a customary market pricing procedure using recognized customary market methods and the stock exchange price of the Company's shares. The issue price of the new shares may not be less than the proportionate amount of the share capital. The shares to be issued as part of the conditional

capital increase are entitled to dividends to the same extent as the existing shares of the Company.

10.6 Majorities in the General Meeting

No 1-3 unchanged

4. A General Meeting may only resolve to wind up the Company, to merge it with another enterprise or to transfer its assets to another stock corporation in return for shares in that company if at least three quarters of the share capital is present or represented at the meeting.

10.6 Majorities in the General Meeting

No 1-3 unchanged

4. *omitted*