

Proposals for Resolutions on the Agenda Items

Agenda item 1: Resolution on the appropriation of profit for the financial year 2019

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

"The resolution on the appropriation of profit for the financial year 2019 which was passed in the General Meeting dated 30 October 2020 is amended as follows:

The profit available for distribution recognized in the annual financial statements of BAWAG Group AG as of 31 December 2019 in the amount of EUR 3,023,991,382.12 will be distributed as follows:

A dividend of EUR 0.4551 per share which is entitled to a dividend on the dividend record date (11 March 2021), adding up to a maximum amount of EUR 40,438,000.00, will be distributed and the remaining amount will be carried forward to new account.

The dividend will be paid out on 12 March 2021, the ex-dividend date is 10 March 2021."

Explanatory Notes: In the annual General Meeting on 30 October 2020, the General Meeting resolved to carry forward the entire profit available for distribution. The Management Board and the Supervisory Board had proposed to follow the recommendation of the European Central Bank pursuant to which until 1 January 2021 no dividends shall be paid out and no irrevocable commitment to pay out dividends shall be undertaken by credit institutions for the financial years 2019 and 2020 (Recommendation of the European Central Bank as of 27 July 2020 on dividend payments during the COVID 19 pandemic ECB/2020/35 (2020/C 251/01)).

BAWAG's Management Board repeatedly noted that a profit in the amount of approximately EUR 230 million for the financial year 2019 has been earmarked for future distribution. It was also noted, that this amount will be distributed independent of any potential dividend for the financial year 2020 and will be presented to be resolved upon to an upcoming General Meeting in line with BAWAG Group AG's dividend policy and taking into consideration any further formal guidance or recommendations from the ECB or governmental bodies.

On 15 December 2020 the European Central Bank published another recommendation (Recommendation of the European Central Bank as of 15 December 2020 on dividend distributions during the COVID 19 pandemic and repealing Recommendation ECB/2020/35 (ECB/2020/62)). The European Central Bank recommends that until 30 September 2021 significant credit institutions exercise extreme prudence when deciding on or paying out dividends or performing share buy-backs aimed at remunerating shareholders. The European Central Bank generally considers that it would not be prudent to make distributions of more than 15% of the accumulated profit for the financial years 2019 and 2020 or more than 20 basis points in terms of the Common Equity Tier 1 ratio, whichever is lower.

On 9 February 2021, BAWAG announced that BAWAG's management plans to distribute dividends in the aggregate amount of EUR 460 million in 2021. This corresponds to the earmarked profits in the amount of EUR 372 million for the financial years 2019 and 2020. Additionally, the Management Board plans to recommend to the

ordinary annual General Meeting of BAWAG a special dividend of EUR 88 million for 2020, so as to keep the absolute dividend payment amount of EUR 230 million consistent between 2019 and 2020.

To that end, BAWAG's Management Board has convened this extraordinary meeting and, together with the Supervisory Board, suggests distributing a dividend in the amount of EUR 0.4551 per share which is entitled to a dividend, adding up to a maximum amount of EUR 40,438,000, corresponding to the maximum amount which BAWAG is allowed to distribute at the time being pursuant to the recommendation of the European Central Bank as of 15 December 2020. In the upcoming ordinary annual General Meeting, which will take place in the second half of 2021, the Management plans to suggest the distribution of the remaining EUR 420 million.