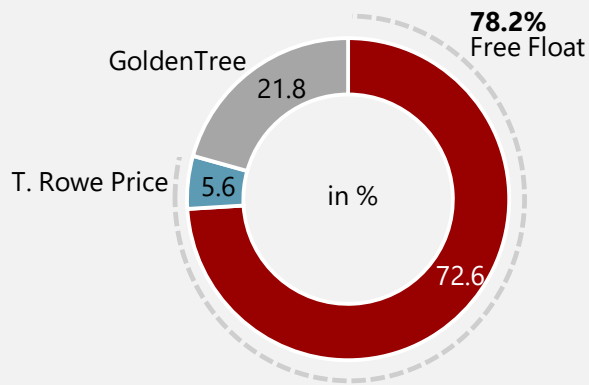




Corporate Governance

General overview

SHAREHOLDER STRUCTURE



78.2% Freefloat

Listed on Vienna Stock Exchange since 25 October 2017
ISIN: AT0000BAWAG2

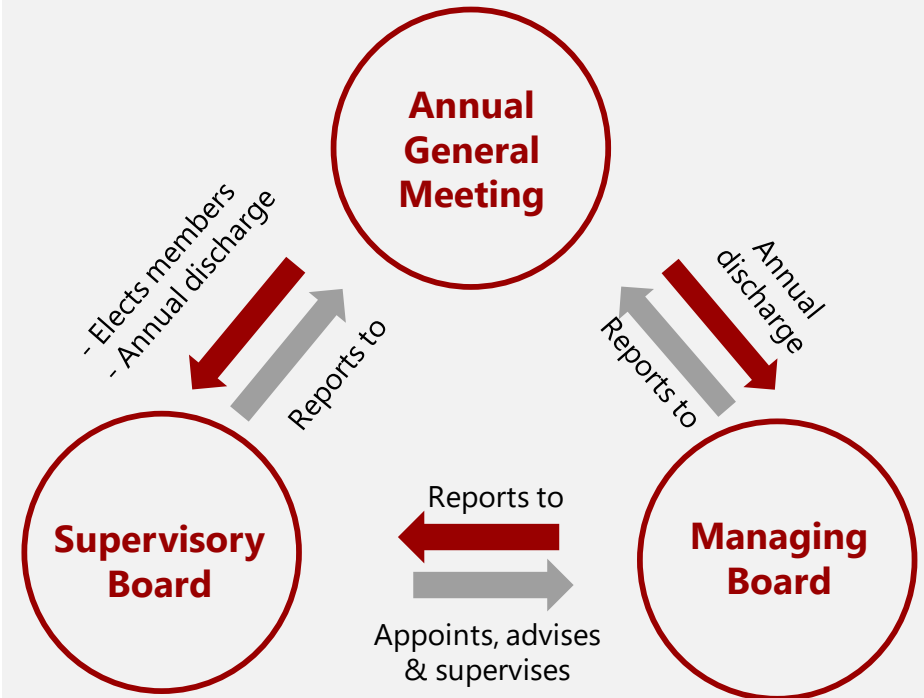


89.1m shares



A2 Rating of Moody's

TWO-TIER BOARD STRUCTURE



Objectives for Supervisory Board composition

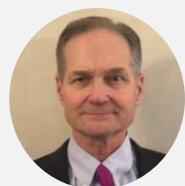


Members of the Supervisory Board and Managing Board

SUPERVISORY BOARD



Egbert Fleischer
Chairman



Kim Fennebresque
Deputy Chairman



Frederick Haddad



Adam Rosmarin



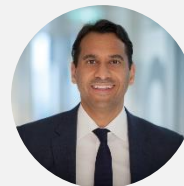
Ingrid Streibel-Zarfl¹⁾



Verena Spitz¹⁾

1) Delegated by works Council

MANAGING BOARD



Anas Abuzaakouk
CEO



Sat Shah
Retail & SME/Deputy CEO



Andrew Wise
Non-Retail Lending
2) Responsible for ESG



Enver Sirucic
CFO/Deputy CEO²⁾



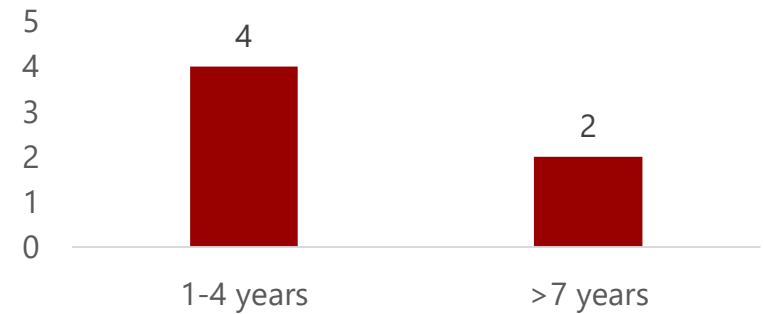
David O'Leary
CRO

Composition of Supervisory Board

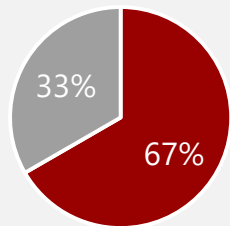
6 Board members

- 4 Shareholder Representatives
 - 3 members elected by the AGM for a fixed term
 - 1 member delegated by GoldenTree¹⁾
- 2 Employee Representatives
 - Delegated by the works council for an unlimited period of time

Tenure at BAWAG Group & BAWAG P.S.K.

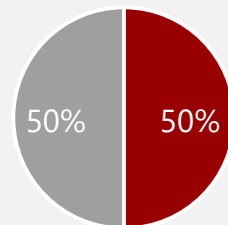


Average age: 63



■ >65 ■ <65

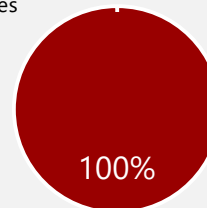
Nationality



■ Austria ■ Other

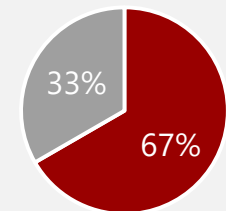
Independence

in accordance with the Austrian Corporate Governance Code and EBA Guidelines



■ Independent

Gender Diversity



■ Male ■ Female

1) GoldenTree's delegation right to be abolished once Golden Tree's shareholding falls below 20%

Managing Board Committees

Credit Approval Committee

- Decides on financing transactions above certain thresholds
- Approves loan applications
- Submits applications to the Risk and Credit Committee if regulatory thresholds are exceeded
- Meets on a weekly basis

Members:

- Chair: CRO
- All Managing Board Members
- Selected BAWAG senior staff

Strategic Asset Liability Committee

- Strategic capital and liquidity planning and operational aspects of asset and liability management
- Determines parameters for measuring interest risk, liquidity risk and foreign exchange risk.
- Monitors risk metrics by way of regular (monthly) reports
- Meets on a monthly basis

Members:

- Chair: CEO
- All Managing Board Members
- Selected BAWAG senior staff

Enterprise Risk Meeting

- Risk limit setting for the overall bank
- Approval of risk strategy
- Determination of risk appetite
- Approval of capital allocation within the ICAAP framework
- Responsible for credit guidelines, strategies and reviews
- Approval of policies, procedures and underwriting guidelines/models
- Meets on a monthly basis

Members:

- Chair: CEO
- All Managing Board Members
- Selected BAWAG senior staff

Non-Financial Risk and ESG Committee

- Conducts group-wide non-financial risk assessment
- Reviews changes in legal and regulatory framework and assesses impact on BAWAG
- Receives regular reports on cyber-security, data privacy, operational risk, and complaint management
- Regular updates from ESG Officers on ESG related topics and discussion on group-wide ESG strategy
- Meets on a bi-monthly basis

Members:

- Chair: CRO
- All Managing Board Members
- Selected BAWAG senior staff

In addition:

- **Managing Board Meeting** takes place every week
- 8 times a year **extended Managing Board Meeting** (full day) with senior key staff of BAWAG (in total up to 20 participants)

Supervisory Board Committees

Nomination & Remuneration Committee

- Annual assessment of knowledge, skills and experience of individual Management Board members (report to the Supervisory Board)
- Discussion on board succession planning (report to the Supervisory Board)
- Supporting the Supervisory Board in preparing recommendation to the General Meeting with respect to new Supervisory Board candidates
- Responsible for Management Board remuneration
- Approval and regular review of BAWAG's remuneration policy and practices

Members:

- Egbert Fleischer (Chairperson)
- Kim Fennebresque
- Frederick Haddad
- Ingrid Streibel-Zarfl
- Verena Spitz

Audit & Compliance Committee

- Quarterly reports on Compliance/ AML/ cyber-security/ data privacy
- Monitoring of the statutory audit process
- Responsible for auditor selection process
- Review of financial statements and recommendations to the Supervisory Board
- Holds private sessions with Internal Audit, Compliance and external auditors

Members:

- Adam Rosmarin (Chairperson)
- Egbert Fleischer
- Frederick Haddad
- Ingrid Streibel-Zarfl
- Verena Spitz

Risk & Credit Committee

- Approval of loans exceeding large exposure limits
- Quarterly risk report
- Preparation of risk planning guidelines and risk strategy (to be approved by the Supervisory Board on an annual basis)
- Monitoring the effectiveness and the efficiency of risk management and compliance with legal and regulatory requirements

Members:

- Frederick Haddad (Chairperson)
- Kim Fennebresque
- Adam Rosmarin
- Ingrid Streibel-Zarfl
- Verena Spitz

Supervisory Board attendance rate in 2019

Name	Supervisory Board 6 Meetings	Nomination & Remuneration Committee 3 Meetings	Audit & Compliance Committee 4 Meetings	Risk & Credit Committee 4 Meetings
Egbert Fleischer	100%	100%	100%	100%
Kim Fennebresque	100%	100%	no member	no member
Adam Rosmarin	100%	no member	100%	100%
Frederick Haddad	100%	no member	100%	100%
Ingrid Streibel-Zarfl	83%	100%	75%	75%
Verena Spitz	100%	no member	100%	no member

Competences of Supervisory Board Members



Name	Primary employment	Competence	End of term
Egbert Fleischer	Strategic corporate advisor	Legal, Corporate Governance, Risk	2023
Kim Fennebresque	Chairman of Compensation, Nominating Governance Committee at Ally Financial	Remuneration	2023
Adam Rosmarin	Managing Partner at Piper, Sandler & Co	Financial, Compliance, Audit	2023
Frederick Haddad	Managing Director of FLGC, LLC, a family office	Risk, Financial	n/a ¹⁾
Ingrid Streibel-Zarfl	Chairperson BAWAG works council	Retail, Risk	n/a ²⁾
Verena Spitz	Deputy chairperson BAWAG works council	Retail, Risk, Legal, Corporate Governance	n/a ²⁾

1) SB member delegated by GoldenTree 2) SB member delegated by works council pursuant to Austrian co-determination rules



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