

**ADDITIONAL INFORMATION ON  
ORGANIZATIONAL ASPECTS AND TECHNICAL REQUIREMENTS**

regarding 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 28 March 2022, 10.00 a.m., Vienna Time,  
at the Company’s headquarters, Wiedner Gürtel 11, 1100 Vienna, Austria  
Tower 17, first floor (*Turm 17, erster Stock*)

**1. Virtual General Meeting**

In order to protect shareholders and other participants, BAWAG’s Management Board has decided to make use of the existing legal framework governing virtual general meetings. Therefore, the annual general meeting of BAWAG on 28 March 2022 will be held as a virtual general meeting (“**Virtual General Meeting**”) pursuant to Section 1 para 2 Corporate COVID-19-Act (Federal Law Gazette I No. 16/2020 as amended by Federal Law Gazette I No. 246/2021) and the Corporate COVID-19-Regulation (Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II No. 609/2021), taking into account the interests of both, the Company and the participants.

According to the decision of the Management Board, shareholders and their representatives (with the exception of the special proxies pursuant to Section 3 para 4 Corporate COVID-19-Regulation) are not allowed to physically attend the Virtual General Meeting. The Virtual General Meeting shall take place exclusively in the physical presence of the Chairman of the Supervisory Board, members of the Management Board, the notary public and the four special proxies proposed by the Company at the premises of the Company, Wiedner Gürtel 11, 1100 Vienna, Austria, Tower 17, first floor (*Turm 17, erster Stock*).

The holding of the annual general meeting as a virtual general meeting in accordance with the Corporate COVID-19-Regulation leads to modifications compared with general meetings held in physical presence of the shareholders as outlined in the convocation and in this document.

The exercise of voting rights, the right to submit motions for resolution, applications and the right to raise objections shall exclusively be made via one of the special proxies proposed by the Company in accordance with Section 3 para 4 Corporate COVID-19-Regulation. However, the right to information can also be exercised at the Virtual General Meeting by the shareholders themselves by means of electronic communication, i.e. by submitting questions via e-mail to [fragen.bawaggroup@hauptversammlung.at](mailto:fragen.bawaggroup@hauptversammlung.at), provided they have registered for the Virtual General Meeting pursuant to point 3 of this document and have authorized a special proxy.

## **2. Broadcast of the Virtual General Meeting on the internet**

In accordance with Section 3 para 1 Corporate COVID-19-Regulation, the entire Virtual General Meeting will be broadcast by audiovisual means in real time on the internet. This is permissible under applicable data protection laws due to the legal basis provided for in Section 3 para 1, 2 and 4 Corporate COVID-19-Regulation.

All shareholders of the Company may participate in the Virtual General Meeting using appropriate technical equipment (i.e., for example, a functional device, such as a computer, laptop, tablet or smartphone, and an internet connection with sufficient bandwidth for the streaming of videos). The link to the broadcast of the Virtual General Meeting is <https://www.bawaggroup.com/agm>.

By broadcasting the Virtual General Meeting of the Company on the internet, all shareholders have the opportunity to follow the course of the Virtual General Meeting in real time via this one-way audiovisual connection and thus particularly the presentation by the Management Board, the answers to shareholders' questions and the voting procedure.

Please note, that the live broadcast as a virtual general meeting does not enable remote participation (Section 102 para 3 no. 2 of the Austrian Stock Corporation Act (AktG)) and remote voting (Section 102 para 3 no. 3 of the Austrian Stock Corporation Act (AktG) and Section 126 of the Austrian Stock Corporation Act (AktG)) and that the broadcast on the internet is not a two-way connection. The individual shareholder can therefore only follow the course of the meeting.

It is also noted that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its own sphere (Section 2 para 6 Corporate COVID-19-Regulation).

## **3. Appointment of a special proxy and the procedure to be followed**

Every shareholder who has the right to participate in the Virtual General Meeting in accordance with the Corporate COVID-19-Act and the Corporate COVID-19-Regulation may appoint a special proxy.

Pursuant to Section 3 para 4 Corporate COVID-19-Regulation the submission of a motion for resolution, the casting of votes and the raising of an objection in the Virtual General Meeting can only be conducted by a special proxy.

The following qualified persons who are independent of the Company are proposed as special proxies:

- i. Mag. Ewald Oberhammer  
c/o Oberhammer Rechtsanwälte GmbH, Karlsplatz 3/1, A-1010 Vienna, Austria  
E-mail: [oberhammer.bawaggroup@hauptversammlung.at](mailto:oberhammer.bawaggroup@hauptversammlung.at)
- ii. Mag. Matthias Fucik  
c/o PHH Prochaska Havranek Rechtsanwälte GmbH & Co KG, Julius-Raab-Platz 4, A-1010 Vienna, Austria  
E-mail: [fucik.bawaggroup@hauptversammlung.at](mailto:fucik.bawaggroup@hauptversammlung.at)
- iii. Dr. Daniel Reiter  
c/o bpv Hügel Rechtsanwälte GmbH, Enzersdorferstraße 4, A-2340 Mödling, Austria  
E-mail: [reiter.bawaggroup@hauptversammlung.at](mailto:reiter.bawaggroup@hauptversammlung.at)

- iv. Mag. Gernot Wilfling  
c/o Müller Partner Rechtsanwälte GmbH, Rockhgasse 6, 1010 Vienna, Austria  
E-mail: [wilfling.bawagroup@hauptversammlung.at](mailto:wilfling.bawagroup@hauptversammlung.at)

Each shareholder may choose one of the four above-mentioned persons as his or her special proxy and grant this person power of attorney. The granting of a power of attorney to another person is not permissible within the meaning of the Corporate COVID-19-Regulation and is therefore not permissible and such other person will not be granted access to the Virtual General Meeting.

In order to facilitate the preparation, organization and conduct of the Virtual General Meeting, we request to refrain from issuing instructions to the special proxy authorized by the shareholder, to ask questions and read out speeches. Instead, shareholders may exercise their right to information themselves by means of electronic communication, i.e. by submitting questions via e-mail exclusively to [fragen.bawagroup@hauptversammlung.at](mailto:fragen.bawagroup@hauptversammlung.at) (see also points 5.3 and 5.4 of the convocation).

It is recommended to contact the respective special proxy authorized in a timely manner if the special proxy authorized by the shareholder is instructed to propose motions for resolutions and/or to raise an objection in the Virtual General Meeting on one or more items on the agenda.

When granting a power of attorney, shareholders are requested to complete the power of attorney form with regard to the "Information on the shareholder(s)" and, in particular, to provide an e-mail address and a password in order to enable or facilitate the verification of the identity of the shareholder concerned by the special proxy when communicating at a later date, in particular during the Virtual General Meeting by e-mail. Furthermore, shareholders are requested that any further communication with the special proxy shall be conducted exclusively via the e-mail address that is also specified in the proxy form.

A separate proxy form will be made available on the Company's website at <https://www.bawaggroup.com/agm>. The proxy forms should be submitted to the e-mail address of your special proxy (as indicated above) by the last business day before the Virtual General Meeting, being **25 March 2022, 4.00 p.m. (Vienna Time)**, at the latest. The personal handover of the power of attorney to the special proxy at the place of the meeting is not permitted.

As a result of this type of submission, only the special proxy selected and authorized, but not any other special proxy, has direct access to the power of attorney.

In addition, the following communication channels and addresses are available for submitting powers of attorney:

via mail or courier service at the address:

BAWAG Group AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

by fax: +43 (0)1 8900 500 82

by SWIFT: BAWAATWW (Message Type MT598 or Type MT599, please include "HV BAWAG" in field 20 and "ISIN AT0000BAWAG2" in field 77E or 79).

Both the proxy form and the form for revoking the proxy appointment are available on the Company's website from 7 March 2022 at the latest, at <http://www.bawaggroup.com>. Shareholders are requested to use the forms provided.

Further details regarding the authorization, in particular the text form and the content of the authorization as well as instructions to the special proxy, can be found in the proxy. If the proxy is an intermediary proxy, please note that the registered shareholder's authorization to intervene must be proven by an effective chain of authority (sub-proxy). However, representation at the Virtual General Meeting is only effective if one of the four special proxies has been authorized.

The preceding provisions concerning the granting of proxy apply *mutatis mutandis* to the revocation of such proxy.

Please note, that also in case of issuance of proxies the requirements for attending the Virtual General Meeting, as described under point 4 of the convocation (***Requirements for participation in the Virtual General Meeting***) must be met.

#### **4. Information about the right of shareholders to vote, submit applications and raise objections at the Virtual General Meeting**

In the Virtual General Meeting, every shareholder has the right to file applications for each item on the agenda, issue voting instructions or make objections to the minutes in accordance with the Corporate COVID-19-Act and Corporate COVID-19-Regulation through his special proxy and subject to the presentation of proof required for attendance of the Virtual General Meeting hereby convened.

Shareholders may issue voting instructions and exercise their right to submit motions and raise objections together with the power of attorney to the special proxy or at a later date.

Shareholders have the opportunity to amend their instructions, in particular with regard to the submission of new applications or changes to their instructions regarding the casting of votes on one or more items on the agenda, but also raising of objections to one or more items on the agenda to the relevant special proxy, even during the Virtual General Meeting up to a certain point in time. For this purpose, please send an e-mail to the e-mail address of your special proxy to which you have also sent the power of attorney.

Please send the e-mail from the same e-mail address that you indicated on the proxy form. In this simple e-mail, the person making the declaration must be named (name/company name, date of birth/company register number of the shareholder) and the conclusion of the declaration must be made recognizable by reproducing the signature of the name or otherwise (§ 13 para. 2 Austrian Stock Corporation Act (AktG)) in order to enable the special proxy to establish the identity and conformity with the power of attorney.

Please note that during the Virtual General Meeting, only electronic communication with your special proxy is expected to be possible and that, in particular, it will not be possible to reach the special proxy by telephone.

The time up to which instructions regarding the submission of applications, the casting of votes and the raising of objections are possible will also be determined by the Chairman in the course of the Virtual General Meeting. It may also be necessary to briefly interrupt the Virtual General Meeting in order to properly process the shareholders' instructions to the proxies received during the Virtual General Meeting.

The special proxy will abstain from voting on motions for resolutions on which no or an unclear voting instruction has been issued (e.g. simultaneously FOR and AGAINST vote with respect to the same motion for resolution).

The prerequisite for exercising the shareholders' voting right and the right to submit motions and raise objections is proof of the right to participate and the granting of a corresponding power of attorney to the special proxy in accordance with point 4 of the convocation (*Requirements for participation in the Virtual General Meeting*).

Vienna, this February 2022

The Management Board