

**BAWAG Group AG**  
Vienna, FN 269842 b  
(the „Company“ or „BAWAG“)

**CONVOCATION**

to the  
**ANNUAL GENERAL MEETING**  
of

**BAWAG Group AG**

registered under FN 269842 b with the companies register held by the Commercial Court Vienna

which will be held on May 7, 2018, 11:00 a.m., Vienna Time,  
Austria Center Vienna, 1220 Vienna, Bruno-Kreisky-Platz 1

with the following

**Agenda:**

1. Presentation of the approved annual financial statements together with the management report, the consolidated corporate governance report, the consolidated financial statements together with the consolidated management report, the proposal for a resolution on the appropriation of profit and the report of the Supervisory Board for the financial year 2017
2. Resolution on the appropriation of profit
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2017
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2017
5. Resolution on the determination of the remuneration of the Supervisory Board members
6. Appointment of the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2019
7. Elections to the Supervisory Board

**1. Provision of Information**

From April 16, 2018, in particular the following documents will be made available for viewing on the company's registered website at [www.bawaggroup.com](http://www.bawaggroup.com) pursuant to Sec 108 (3) and (4) of the Stock Corporation Act (AktG):

- annual financial statements together with the management report;
- consolidated corporate governance report for the financial year 2017;

- consolidated financial statements and group management report for the financial year 2017;
- report of the Supervisory Board for the financial year 2017;
- non-financial report 2017;
- the Management Board's proposal for resolutions on the appropriation of profit;
- the proposals for resolutions on the agenda items 2 – 7;
- declarations pursuant to Sec 87 (2) of the Stock Corporation Act (AktG) of the proposed candidates for the elections to the Supervisory Board in accordance with agenda item 7;
- this convocation to the General Meeting;
- forms for granting and revoking proxy appointments pursuant to sec 114 Stock Corporation Act (AktG)

## **2. Right to attend the General Meeting and Proof of Share Ownership, Record Date**

The right to attend the General Meeting and to exercise the voting rights and further shareholder rights which may be exercised in the course of the General Meeting depends on the share ownership at the end of the tenth day prior to the day of the General Meeting, and thus on **April 27, 2018, 12:00 p.m., Vienna Time (Record Date)**.

Only shareholder who are capable of evidencing to the Company their share ownership on the Record Date have the right to attend the General Meeting. Share ownership on the Record Date must be verified by submitting a deposit certificate pursuant to Sec 10a of the Stock Corporation Act (AktG).

The deposit certificate must be received by the Company by no later than on the third working day prior to the General Meeting, and thus on **May 2, 2018** at the latest, through one of the following communication channels and addresses, respectively, pursuant to point 10.3.4 of the Articles of Association of the Company:

by fax: +43 (0)1 8900 500 72

by SWIFT: BAWAATWW (Message Type MT598 or Type MT599, by indicating ISIN AT0000BAWAG2 in the text in any case)

by e-mail: [anmeldung.bawaggroup@hauptversammlung.at](mailto:anmeldung.bawaggroup@hauptversammlung.at) (scanned deposit certificate, e.g. PDF format, as attachment)

by mail/

courier: HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

## **3. Deposit Certificate**

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following details (Sec 10a (2) of the Stock Corporation Act (AktG)):

- information on the issuer: name/company name and address or a code used between banks (SWIFT-Code),

- information on the shareholder: name/company name, address, date of birth in case of natural persons or, as the case may be, in case of legal persons, designation of company register and registration number with which the legal person is registered in its home state,
- securities account number or other identification of securities account,
- information on the shares: number of shares held by the shareholder, ISIN AT0000BAWAG2 (internationally used securities identification number),
- term or period, to which the deposit certificate relates.

The deposit certificate will be accepted in German or English. Pursuant to point 10.3.3. of the Articles of Association of the Company it may not be older than seven days upon receipt by the Company.

#### **4. Notice on Shareholder Rights**

##### **4.1. Request for agenda items by shareholders (Sec 109 of the Stock Corporation Act (AktG))**

Pursuant to Sec 109 of the Stock Corporation Act (AktG) shareholders whose shares total at least **5% of the registered capital**, individually or in aggregate, may request (to the Company in writing) that items are added to the agenda of this General Meeting and are published. "In writing" means handwritten signature or company subscription by any applicant or, if by e-mail, with a qualified electronic signature. Each agenda item submitted must be accompanied by a proposed resolution (also in German language) and a justification thereof.

Applicants must have held their shares for at least three months prior to their request. Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company and must confirm that the submitting shareholders have held the shares (5% of the registered capital) continuously for a period of at least three months prior to submission. In case of several shareholders holding the required share ownership of 5% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under point 2. (*Right to attend the General Meeting and Proof of Share Ownership, Record Date*) and 3. (*Deposit Certificate*).

The request for additional agenda items will be accepted only if received by the Company in writing on the 21st day prior to the General Meeting at the latest, and thus by no later than **April 16, 2018**, at BAWAG Group AG, Wiesingerstraße 4, 1010 Vienna, attn. Dr. Hutan Rahmani, or, if by e-mail, with qualified electronic signature to [hauptversammlung@bawaggroup.com](mailto:hauptversammlung@bawaggroup.com).

##### **4.2. Proposed resolutions of shareholders (Sec 110 of the Stock Corporation Act (AktG))**

Pursuant to Sec 110 of the Stock Corporation Act (AktG) shareholders whose shares total at least **1% of the registered capital**, individually or in aggregate, may submit proposed resolutions together with a justification for each agenda item by written request pursuant to Sec 13 (2) of the Stock Corporation Act (AktG) and may request that such proposed resolutions, together with the name of the respective shareholders, the accompanying justification and any optional statement of the Management Board or Supervisory Board be made available on the Company's website ([www.bawaggroup.com](http://www.bawaggroup.com)). The proposed resolution, but not its justification, must always be submitted in German language.

Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company. In case of several shareholders holding the required share ownership of 1% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date.

Regarding other requirements for a deposit certificate, reference is also made to the remarks under point 2. (*Right to attend the General Meeting and Proof of Share Ownership, Record Date*) and 3. (*Deposit Certificate*).

The request for additional agenda items will be taken into consideration if received by the Company in writing on the 7th day prior to the General Meeting at the latest, and thus by no later than **April 25, 2018**, at BAWAG Group AG Wiesingerstraße 4, 1010 Vienna, attn. Dr. Hutan Rahmani, by fax: +43 (0) 599 05 / 522029 or by e-mail [hauptversammlung@bawaggroup.com](mailto:hauptversammlung@bawaggroup.com), scanned, e.g. PDF form, as attachment.

#### 4.3. Right to Information (Sec 118 of the Stock Corporation Act (AktG))

Pursuant to Sec 118 of the Stock Corporation Act (AktG) every shareholder will be granted disclosure about all the Company's affairs in the General Meeting to the extent necessary for the proper assessment of an agenda item.

Disclosure may be denied if a reasonable commercial assessment reveals that disclosure could cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution. Disclosure may also be denied to the extent it was continuously available on the Company's website in the form of Q&A at least seven days prior to the General Meeting, and thus at least since April 30, 2018, provided this information remains accessible on the Company's website for one month after the General Meeting, and thus at least until June 7, 2018.

For the sake of an efficient meeting, shareholders are asked to submit any questions responses to require longer preparation in due time prior to the General Meeting and in writing to BAWAG Group AG, Wiesingerstraße 4, 1010 Wien, attn. MMMag. Benjamin del Fabro, or by e-mail to [hauptversammlung@bawaggroup.com](mailto:hauptversammlung@bawaggroup.com).

#### 4.4. Information about the right of shareholders to submit applications in the General Meeting (Sec 119 Stock Corporation Act (AktG))

In the General Meeting, every shareholder has the right to file applications for each item on the agenda without requirement of ex ante notification, subject to the presentation of proof required for attendance of the General Meeting hereby convened. Any proposed resolution published pursuant to Sec 110 (1) of the Stock Corporation Act (AktG), shall only be resolved upon if repeated as an application at the General Meeting pursuant to Sec 119 (2) of the Stock Corporation Act (AktG). This is not applicable for elections to the Supervisory Board.

For elections to the Supervisory Board, proposals from shareholders pursuant to Sec 110 of the Stock Corporation Act (AktG) for election of Supervisory Board members together with the declarations pursuant to Sec 87 (2) of the Stock Corporation Act (AktG) for every proposed person must be received by the Company in text form by no later than April 25, 2018 and must be made available on the Company's website ([www.bawaggroup.com](http://www.bawaggroup.com)) by no later than April 27, 2018, failing which the respective person may not be included in the vote.

#### 4.5. Details pursuant to Sec 86 (7) and (9) of the Stock Corporation Act (AktG)

The Company falls within the scope of Sec 86 (7) of the Stock Corporation Act (AktG).

The owner representatives on the Supervisory Board are men, four of them being proposed for re-election. The members of the Supervisory Board delegated by the Central Works Council are Ingrid Streibel-Zarfl, born July 03, 1959, Beatrix Pröll, born November 26, 1958 and Verena Spitz, born

February 1, 1970. Since three out of a total of nine members of the Supervisory Board are women, the requirements pursuant to sec 86 (7) Stock Corporation Act (AktG), namely that at least 30% of the Supervisory Board Members are women, are fulfilled, especially since an agreement was concluded with the Central Works Council for a waiver of the right of objection pursuant to sec 86 (9) Stock Corporation Act (AktG) for the period up to June 30, 2019.

## 5. Representation by Proxy

Pursuant to Sec 113 of the Stock Corporation Act (AktG) every shareholder entitled to attend the General Meeting has the right to appoint a proxy, which can either be a natural or a legal person. The proxy attends the meeting in the name of the shareholder and is vested with the same rights as the shareholder being represented.

The proxy appointment must be granted to a specific person (either a natural or a legal person). There is no restriction on the number of persons who can be appointed as proxy. Pursuant to point 10.5.3 of the Articles of Association of BAWAG Group AG the proxy must be granted in text form. The revocation of proxy appointments also requires text form at least.

The proxy forms and the forms for revocation of the proxy appointment must be received and kept by the Company. You are kindly asked to present the proxy forms and the forms for revocation of the proxy appointment, respectively, either upon registration at the entrance of the General Meeting or to provide it in advance by no later than Friday, May 4, 2018, 12:00 a.m., Vienna Time, through one of the following communication channels and addresses:

By fax: +43 (0)1 8900 500 72

by e-mail: [anmeldung.bawaggroup@hauptversammlung.at](mailto:anmeldung.bawaggroup@hauptversammlung.at) (scanned, e.g. PDF form, as attachment)

by mail/

courier: HV-Veranstaltungsservice GmbH, Köppl 60, 8242 St. Lorenzen am Wechsel, Austria

If the shareholder has issued a proxy to the custodian bank (Sec 10a of the Stock Corporation Act (AktG)), a confirmation of the custodian bank in addition to the deposit certificate stating that it was granted proxy shall suffice. The confirmation may also be made by the custodian bank via SWIFT, BAWAATWW (please indicate Message Type MT598 or Type MT599 by indicating ISIN AT0000BAWAG2 in the text in any case).

Shareholders are informed that also in case of issuance of proxies the requirements for attending the General Meeting, as described under point 2. (***Right to attend the General Meeting and Proof of Share Ownership, Record Date***) and 3. (***Deposit Certificate***), must be met.

As a special service and in accordance with our Corporate Governance, Dr. Michael Knap of the Austrian Shareholder Association (*Interessenverband für Anleger, IVA*), Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy for the exercise of voting rights at the Annual General Meeting in accordance with instructions. Dr. Knap may be contacted directly under tel. +43-1-8763343-30, fax: +43-1-8763343-39 or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). The proxy will be present at the General Meeting and accessible during the General Meeting via e-mail address [weisungen.bawaggroup@hauptversammlung.at](mailto:weisungen.bawaggroup@hauptversammlung.at). Please note that this e-mail address serves for accessibility of Dr. Knap during the General Meeting only! The costs of the proxy are fully borne by

BAWAG Group AG. All other costs, in particular own bank charges for the deposit certificate or postage costs, shall be borne by the shareholders.

If the shareholder desires to issue a proxy to Dr. Knap, the respective shareholder needs to apply for a deposit certificate to its custodian bank. Dr. Knap must be granted a written authorization to act as a proxy holder on this deposit certificate (or on a separate sheet). The shareholder must further send a copy of the deposit certificate together with the original written authorization to Dr. Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna. Since the copy of the deposit certificate together with the original written authorization must be received by the IVA no later than May 2, 2018, shareholders are kindly reminded to consider the postal delivery time. It is recommended that the shareholder provides Dr. Knap with instructions as to how the voting right shall be exercised (by Dr. Knap or a sub-proxy authorized by Dr. Knap) in the individual resolutions under the agenda items. Please note that the proxy will not accept requests to speak, to file objections to resolutions of the General Meeting or to ask questions or file applications.

The proxy forms, the forms for revocation of the proxy appointment as well as proxy forms to grant authorization to Dr. Knap and a form to give voting instructions are available on the Company's website from April 16, 2018, at [www.bawaggroup.com](http://www.bawaggroup.com).

Shareholders who have issued a proxy may nevertheless exercise their rights at the General Meeting. Personal attendance will be deemed to constitute revocation of any voting proxies previously issued.

## **6. Total Number of Shares and Voting Rights at the Time of the Convocation of the General Meeting**

At the time of convening the general meeting the Company's registered share capital amounts to EUR 100,000,000 and is split into 100,000,000 no-par value shares, each participating in the share capital to the same extent. Each share carries one vote. There are no several classes of shares.

## **7. Admission and Procedure of the General Meeting**

In order to facilitate entrance controls, shareholders are kindly asked to arrive at the venue in due time prior to the start of the General Meeting. The Company reserves the right to check the identity of the persons attending the General Meeting. If such identification is not possible, entrance may be denied. Participants should therefore carry an official photo identification (e.g.: passport or driver's license) for identification purposes. Entrance for the distribution of voting cards will start at 10:00 a.m., Vienna Time.

If you attend the General Meeting as a proxy, please also bring the proxy appointment along with your official photo ID. If the original of the proxy appointment has already been sent to the Company, you will be able to expedite your admission by providing a copy of the proxy appointment.

Vienna, this April 2018

The Management Board