

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 April 30, 2019, 11:00 a.m., Vienna Time,
Studio 44, Rennweg 44, 1038 Vienna

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 2018.
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 2018.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2018.
5. Appointment of the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2020.
6. Resolution to authorize the Management Board
 - a. to acquire the Company's own shares pursuant to Section 65 Para 1 no 8 and Para 1a and 1b Austrian Stock Corporation Act (AktG) via the stock exchange, a public offer or over-the-counter, also with the exclusion of pro rata shareholder rights of re-purchase (reverse exclusion of subscription rights),
 - b. to decide on any other mode of transferring the Company's own shares pursuant to Section 65 Para 1b AktG, i.e. other than via the stock exchange or a public offer, while applying mutatis mutandis the rules on the exclusion of shareholder subscription rights,
 - c. to reduce the share capital by canceling these treasury shares with no further resolution of the General Meeting,

- d. all of the above (a. through c.) whilst revoking the corresponding authorization in accordance with the resolution on item 3 of the agenda adopted by the General Meeting on September 15, 2017.
7. Resolution to reduce the Company's share capital by the way of cancelation of own shares to be acquired by the Company pursuant to Section 192 Para 3 AktG in conjunction with Section 65 Para 1 No 6 AktG from EUR 100,000,000.00 by up to EUR 20,000,000.00 to up to EUR 80,000,000.00, whereas the shares to be canceled may also be acquired with the exclusion of pro rata shareholder rights of re-purchase (reverse exclusion of subscription rights).
 8. Resolution to revoke the existing authorized capital and to authorize the Management Board to increase the Company's share capital by up to EUR 40,000,000.00 in exchange for cash and/or contribution-in-kind, also with the exclusion of the shareholders' subscription right, and to amend the Company's Articles of Association in Section 5.
 9. Resolution to conditionally increase the Company's share capital pursuant to Section 159 Para 2 No 1 AktG by up to EUR 10,000,000.00 and to amend the Company's Articles of Association in Section 5.
 10. Resolution to authorize the Management Board pursuant to Section 174 Para 2 AktG to issue convertible bonds with the exclusion of the shareholders' subscription right.
 11. Resolution to authorize the Management Board pursuant to Section 174 Para 2 AktG to issue participating bonds, participation rights or other instruments according to Section 174 AktG with the exclusion of the shareholders' subscription right.
 12. Amendment of the Company's Articles of Association in Section 10.

1. Provision of Information

From April 9, 2018, in particular the following documents will be made available for viewing on the company's registered website at www.bawaggroup.com pursuant to Section 108 Para 3 and 4 of the Stock Corporation Act (AktG):

- annual financial statements 2018 together with the management report;
- consolidated corporate governance report for the financial year 2018;
- consolidated financial statements and group management report for the financial year 2018;
- report of the Supervisory Board for the financial year 2018;
- non-financial report 2018;
- the Management Board's proposal for resolutions on the appropriation of profit;
- the proposals for resolutions on the agenda items 2 – 12;
- Report of the Management Board pursuant to Section 65 Para 1b in conjunction with Section 153 Para 4 AktG on items 6 and 7 of the agenda;
- Report of the Management Board pursuant to Section 170 Para 2 in conjunction with Section 153 Para 4 AktG on item 8 of the agenda;

- Report of the Management Board pursuant to Section 174 Para 4 in conjunction with Section 153 Para 4 AktG on items 10 and 11 of the agenda;
- Comparison of the current version and the amended version of the Company's Articles of Association;
- this convocation to the General Meeting; and
- forms for granting and revoking proxy appointments pursuant to Section 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 **Saturday, April 20, 2019, 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 Section 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 **April 25, 2019** 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 (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 (Section 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.

4. Notice on Shareholder Rights

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

Pursuant to Section 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 9, 2019**, at BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, or, if by e-mail, with qualified electronic signature to hauptversammlung@bawaggroup.com.

4.2. Proposed resolutions of shareholders (Section 110 of the Stock Corporation Act (AktG))

Pursuant to Section 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 Section 13 Para 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). 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*).

Proposals for resolutions 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 18, 2019**, at BAWAG Group AG Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, by fax: +43 (0) 599 05 / 522029 or by e-mail hauptversammlung@bawaggroup.com, scanned, e.g. PDF form, as attachment.

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

Pursuant to Section 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 23, 2019, provided this information remains accessible on the Company's website for one month after the General Meeting, and thus at least until May 30, 2019.

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, Wiedner Gürtel 11, 1100 Vienna, attn. Jutta Wimmer, or by e-mail to hauptversammlung@bawaggroup.com.

4.4. Information about the right of shareholders to submit applications in the General Meeting (Section 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 Section 110 Para 1 of the Stock Corporation Act (AktG), shall only be resolved upon if repeated as an application at the General Meeting pursuant to Section 119 Para 2 of the Stock Corporation Act (AktG). This is not applicable for elections to the Supervisory Board.

5. Representation by Proxy

Pursuant to Section 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 Monday, April 29, 2019, 4:00 p.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 (scanned, e.g. PDF form, as attachment)

by mail/

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

If the shareholder has issued a proxy to the custodian bank (Section 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).

The Shareholders are hereby 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 e-mail 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. 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 original written authorization must be received by the IVA no later than April 29, 2019, 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 9, 2019, at 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. At the time of convening the general meeting the Company holds 1,205,107 own shares. The Company has no rights in respect of these shares, in particular, no voting rights. 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.

8. Data Protection Information

As a controller, BAWAG Group AG processes the following categories of personal data of shareholders (hereafter "**Data**"):

- Name, address, date of birth, number of the securities account, class and number of shares and number of the voting card of each of the shareholders.
- Name and date of birth of any proxy of the shareholders.

The source of this Data is the information provided either by the shareholders themselves (respectively, their proxies) or by the (custodian) banks.

Processing is carried out for the purpose of enabling shareholders to exercise their rights within the framework of the Annual General Meeting as well as for the purpose of complying with legal requirements and to raise or defend against potential legal claims. The legal basis for the processing is the fulfilment of legal obligations, namely, in particular, the verification of the right to participate including the right to vote at the Annual General Meeting (Art. 6(1)(c) General Data Protection Regulation in conjunction with Section 106 No 5, Section 111 et seq. Austrian Stock Corporation Act).

The Data is transferred to the following **categories of recipients**:

- To external service companies to fulfil the processing purpose set out above (in particular the general meeting service, notary and legal advisor);
- to all persons attending the Annual General Meeting with the legal right to attendance for purposes of the directory of attendees to be provided pursuant to mandatory law (Section 117 Austrian Stock Corporation Act).

- to the competent commercial register court due to the legal obligation to submit personal shareholder data as part of the notarial protocol to the commercial register (Section 120 Austrian Stock Corporation Act).
- as the case may be, to authorities and courts to clarify and enforce claims in individual cases.

The Data will only be transferred to countries outside the EU for which the EU Commission has decided that they have an adequate level of data protection, or we will take measures to ensure that all recipients have an adequate level of data protection (further information is available on request).

The Data will only be stored for as long as is necessary to achieve the processing purpose set out above or as long as there are statutory retention obligations or as long as the Data is required to raise or defend against potential legal claims which are not yet time-barred.

In accordance with the applicable law, every shareholder may, with respect to the Data concerning him/her, at any time exercise their right to **access, rectification, restriction and erasure** as well as their **right to data portability**. Shareholders of BAWAG Group AG may exercise these rights at no charge by using the following contact details:

BAWAG Group AG
c/o MMag. Barbara Wagner
E-mail: datenschutz@bawagpsk.com
Fax: +43 / 059905-23334
Data protection officer: MMag. Barbara Wagner

In addition, shareholders may lodge a complaint with the supervisory authority (e.g. the Austrian *Datenschutzbehörde*).

Relevant information on data protection can also be found at www.bawagpsk.com.

Vienna, this March 2019

The Management Board