

Proposals for Resolutions on the Agenda Items

Agenda item 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.

No resolution is required on this agenda item.

Agenda item 2: Resolution on the appropriation of profit

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

"The profit available for distribution recognized in the annual financial statements of BAWAG Group AG as of December 31, 2017 in the amount of EUR 2,799,979,483.32 will be appropriated in accordance with the Management Board's proposal as follows: Each share entitled to a dividend will receive EUR 0.583, adding up to a total of no more than EUR 58,300,000, and the remaining amount will be carried forward to new account. The dividend will be paid out on May 17, 2018. "

Explanatory Notes: Any treasury shares (own shares) acquired until the General Meeting will be considered accordingly.

Agenda item 3: Resolution on granting discharge to the members of the Management Board with regard to the financial year 2017

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

"All members of the Management Board of BAWAG Group AG incumbent in the financial year 2017 as well as all Managing Directors of the former BAWAG Holding GmbH are granted discharge for their activity in the financial year 2017."

Agenda item 4: Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2017

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

"All members of the Supervisory Board of BAWAG Group AG incumbent in the financial year 2017 as well as all members of the Supervisory Board of the former BAWAG Holding GmbH are granted discharge for their activity in the financial year 2017."

Agenda item 5: Resolution on the determination of the remuneration of the Supervisory Board members

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

"The remuneration granted to the members of the Supervisory Board for their activities from September 15, 2017 and for the financial year 2018 as well as for the subsequent financial years (unless the future General Meeting resolves otherwise) shall amount as follows:

1. base compensation for the members of the Supervisory Board:

a. for the chairman of the Supervisory Board: EUR 75.000

b. for the deputy chairman of the Supervisory Board: EUR 56.250

c. for a (ordinary) member of the Supervisory Board: EUR 37.500

whereas it is held for the sake of clarification that in case of a compensation pursuant to point 1.a./b. no further compensation pursuant to point 1.c. is granted.

2. additional compensation of the member of the Supervisory Board in the capacity as committee members:

a. for chairing the Audit and Compliance Committee: EUR 8.750

b. for chairing a committee other than the Audit and Compliance Committee: EUR 6.250

c. for the (ordinary) seat in a committee: EUR 5.000

whereas it is held for the sake of clarification that in case of compensation pursuant to point 2.a./b. no further compensation pursuant to point 2.c. for the activity in the same committee is granted.

3. The remunerations listed above are annual amounts, but are paid on a pro rata temporis basis."

Agenda item 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

The Supervisory Board proposes that the General Meeting adopts the following resolution:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft will be appointed auditor of the annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report for the financial year 2019."

Explanatory Notes: The auditor for the current financial year 2018, which is also KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, has already been appointed in the extraordinary General Meeting held on September 15, 2017.

Agenda item 7: Elections to the Supervisory Board

The Supervisory Board proposes that the General Meeting adopts the following resolution:

"Christopher Brody, born July 23, 1968,

Mag. Egbert Fleischer, born March 27, 1957,

Kim Fennebresque, born March 20, 1950,

Adam Rosmarin, born January 31, 1963,

are each elected to the Supervisory Board with effect as of the end of today's General Meeting until the end of the General Meeting that resolves on the granting of discharge for the fourth financial year following this election, in accordance with point 9.1.2. of the Articles of Association; the current financial year shall not be counted for these purposes. In case of retention of the current balance sheet date as of December 31, the term of office of the Supervisory Board members to be elected expires at the end of the General Meeting which decides on the discharge of the Supervisory Board members for the financial year 2022."

Explanatory Notes: It is intended that the General Meeting votes separately on each vacant position.

Pursuant to point 9.1.1 of the Articles of Association of BAWAG Group AG the Supervisory Board of BAWAG Group AG shall comprise six members, either elected by the extraordinary General Meeting held on September 15, 2017, in each case until the end of the next ordinary General Meeting, which is the upcoming General Meeting 2018, or delegated by shareholders pursuant to Section 88 Stock Corporation Act (AktG) (the owners' representatives), whereas currently one member of the Supervisory Board is delegated pursuant to sec 88 Stock Corporation Act (AktG) by Promontoria Holding 212 B.V, namely Pieter Korteweg, born December 28, 1941, and one member is delegated by GoldenTree Holdco Lux 2 S.à.r.l., namely Frederick Haddad, born November 23, 1948. Therefore, four members of the Supervisory Board shall be elected in the General Meeting 2018 in order to retain the number of the Supervisory Board members and/or shareholders' representatives.

The Supervisory Board members Christopher Brody, Mag. Egbert Fleischer, Kim Fennebresque and Adam Rosmarin are proposed for re-election. All four members have been members of the Supervisory Board of BAWAG Group AG since September 15, 2017 and are independent members.

The members of the Supervisory Board delegated by the Central Works Council are Ingrid Streibel-Zarfl, born July 3, 1959, Beatrix Pröll, born November 26, 1958 and Verena Spitz, born February 1, 1970. Thus, three out of a total number 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 thus fulfilled, whereby the Central Works Council has concluded an agreement waiving the right to object pursuant to Sec 86 (9) Stock Corporation Act (AktG) for the period up to June 30, 2019.

Under this agenda item any proposals for candidates made by shareholders of the company can only be taken into account if such shareholders aggregated shares amount to at least 1% of the registered capital of the company. Such proposals, plus any declarations pursuant to Sec 87 (2) Stock Corporation Act (AktG) for each proposed person, must be received by the Company in text form by no later than April 25, 2018 and be published on the Company's website by no later than April 27, 2018. Failure to comply with these requirements will result in the respective person being excluded from the election. As regards the specifics and requirements for consideration of such proposals, reference is made to the information on the shareholders' rights pursuant to sec 109, 110, 118 and 119 Stock Corporation Act (AktG) contained in the letter of convocation, published on the Company's website.