

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 2018.

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, 2018 in the amount of EUR 3,282,219,411.72 will be appropriated in accordance with the Management Board's proposal as follows: Each share entitled to a dividend will receive EUR 2.1782, adding up to a maximum of EUR 215,200,000.00, and the remaining amount will be carried forward to new account. The Company does not have any rights to receive dividends with regard to the own shares held by the Company. The dividend will be paid out on May 10, 2019."

Explanatory Notes: BAWAG Group AG holds 1,205,107 own shares and has no rights to receive dividends in respect of these shares.

Agenda item 3: Resolution on granting discharge to the members of the Management Board with regard to the financial year 2018

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 2018 are granted discharge for their activity in the financial year 2018."

Agenda item 4: Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2018

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 2018 are granted discharge for their activity in the financial year 2018."

Agenda item 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

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 2020."

Explanatory Notes: The auditor for the current financial year 2019, which is also KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, has been appointed in the ordinary General Meeting held on May 7, 2018.

Agenda item 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.**

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

"a. The Management Board shall be authorized for a period of 30 months from the date of today's resolution in accordance with Section 65 Para 1 no 8 and Para 1a and 1b AktG to acquire own shares of the Company.

The consideration to be paid per share when acquiring shares must not be lower than EUR 1.00 (= calculated proportion of the share capital) and must not be more than 30% above the volume weighted average price of the last 20 trading days preceding the respective purchase; in the event of a public offer, the reference date for the end of this period shall be the day on which the intention to launch a public offer has been announced (Section 5 Paras 2 and 3 Austrian Takeover Act ("ÜbG")). The Management Board is authorized to determine the repurchase conditions.

The Management Board may exercise this authorization within the statutory limits on the maximum number of own shares either once or on several occasions, provided that the percentage amount of the share capital of the Company relating to shares held by the Company on account of this authorization or otherwise does not exceed 10% of the share capital at any time. Repeated exercise of this authorization is permissible. Also, it may be exercised for one or several purposes by the Company, by a subsidiary (Section 189a no 7 of the Commercial Code) or by third parties acting on behalf of the Company.

The acquisition may take place at the discretion of the Management Board, with the consent of the Supervisory Board, via the stock exchange or a public offer or in any other legally permissible, appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of re-purchase (reverse exclusion of subscription rights) and also by using equity capital derivatives. Trading in own shares is excluded as a purpose for purchase.

b. The Management Board is also authorized, with the consent of the Supervisory Board, to transfer the acquired shares without an additional resolution by the General Meeting via the stock exchange or a public offer and to determine the terms of transfer.

Further, the Management Board is authorized for the period of five years from the date of today's resolution in accordance with Section 65 Para 1b AktG, to adopt a resolution, subject to the consent of the Supervisory Board, on the transfer of treasury shares using a different legally permitted method of transferring than via the stock exchange or a public offer and on an exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the transfer of shares. This authorization includes, in particular, but is not limited to, the transfer of own shares by using a different legally permitted method of transferring than via the stock exchange or a public offer for the following purposes:

- i. to the extent necessary to service debt instruments (including participation rights) with conversion or option rights or a conversion obligation issued by the Company or its subsidiaries (Section 189a no 7 Commercial Code) or yet to be issued;*
- ii. to transfer shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code) for remuneration purposes;*
- iii. in order to be able to transfer the shares in exchange for non-cash-contributions, provided this is done for the purpose of (also indirectly) acquiring companies, parts of companies or participations in companies or other assets related to an acquisition project;*
- iv. to carry out a so-called "scrip dividend" in the course of which the shareholders of the Company are offered to contribute their dividend claim (in whole or in part) as a contribution in kind against the transfer of own shares;*
- v. in order to be able to transfer the shares in any way other than via the stock exchange or a public offer to all shareholders provided the exercise of the present authorization is objectively justified on the exercise date in accordance with the respective applicable legal requirements.*

c. In addition, the Management Board is authorized to cancel the own shares acquired in whole or in part without an additional resolution by the General Meeting with the consent of the Supervisory Board. The cancelation causes a capital reduction by the portion of the share capital that is attributable to the canceled shares.

All authorizations (Sections a.-c.) can be used once or on several occasions, in whole or in part, individually or jointly. The authorizations also include the use of treasury shares held by the Company, as well as shares in the Company acquired by subsidiaries or third parties for the account of the Company or a subsidiary pursuant to Section 66 AktG.

d. The corresponding authorizations granted by the Extraordinary General Meeting held on 15 September 2017, agenda item 3, shall be revoked."

Reference is made to the Management Board's report on the acquisition and the transfer of treasury shares of the Company pursuant to Section 65 Para 1b in conjunction with Section 170 Para 2 in conjunction with Section 153 Para 4 AktG.

Agenda item 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).

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

"The share capital of the Company in the amount of EUR 100,000,000.00 divided into 100,000,000 no-par value bearer shares shall be reduced by a total amount of up to EUR 20,000,000.00, i.e. up to 20,000,000 shares, to up to EUR 80,000,000.00, i.e. up to 80,000,000 shares, by way of a simplified capital reduction in accordance with Section 192 Para 3 no 2 AktG by cancelation of own shares which are still to be acquired by the Company.

The resolution is subject to the permission to be granted by the competent regulatory authority pursuant to Art 77, 78 CRR (EU Regulation 575/2013) and shall – depending on the circumstances – be implemented within six months from the day on which such permission becomes legally binding.

The purpose of this capital reduction is to return excess capital to shareholders.

The acquisition of the shares to be canceled pursuant to Section 65 Para 1 no 6 AktG may occur at the discretion of the Management Board, with the consent of the Supervisory Board, via the stock exchange, a public offer or in any other legally permissible and appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of re-purchase (reverse exclusion of subscription rights) and also by using equity derivatives.

The consideration to be paid per share when repurchasing shares must not be lower than EUR 1.00 (= calculated proportion of the share capital) and must not be more than 30% above the volume weighted average price of the last 20 trading days preceding the respective purchase; in the event of a public offer, the reference date for the end of this period shall be the day on which the intention to launch a public offer is announced (Section 5 Paras 2 and 3 Austrian Takeover Act ("ÜbG")). The Management Board is authorized to determine the repurchase conditions.

In accordance with Section 192 Para 3 no 2 AktG, the shares shall be canceled at the expense of the net profit, a free reserve or a reserve in accordance with Section 225 Para 5 2nd sentence Austrian Commercial Code ("UGB") or Section 229 Para 1a 4th sentence UGB. The pro-rata amount of the share capital attributable to the shares to be canceled shall be allocated to the restricted capital reserve (Section 192 Para 5 AktG) following the cancelation."

Explanatory Note: The Company is currently preparing an application pursuant to Art 77, 78 CRR (EU Regulation 575/2013) for the permission to acquire own shares for cancelation purposes for a total consideration of up to EUR 400,000,000.00.

Reference is made to the Management Board's report on the acquisition of treasury shares of the Company pursuant to Section 65 Para 1b in conjunction with Section 170 Para 2 in conjunction with Section 153 Para 4 AktG, in particular this report's Section 2.

Agenda item 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.

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

"The Management Board shall be authorized, with the consent of the Supervisory Board, to increase the share capital of the Company within five years from the date of the registration of the amendment to the Articles of Association in the commercial register, also in several tranches against contributions in cash and/or contributions in kind by up to EUR 40,000,000.00 by issuing up to 40,000,000 new bearer shares with no par value and to determine the issue price conditions in agreement with the supervisory board (Authorized Capital 2019).

In principle, shareholders are to be granted statutory subscription rights. The statutory subscription right may be granted to the shareholders in such a way that the capital increase is taken over by a credit institute or a consortium of credit institutions with the obligation to offer them to the shareholders according to their subscription right (indirect subscription right pursuant to Section 153 Para 6 AktG).

The statutory subscription right of the shareholders to the new shares issued from the Authorized Capital 2019 shall be excluded (direct exclusion of the statutory subscription right) if and to the extent that this authorization is utilized by issuing shares against cash payments in a total amount of up to 10% of the share capital in the context of the placement of new shares of the company to (i) exclude from the shareholders' subscription right fractional amounts which may arise in the case of an unfavorable exchange ratio and / or (ii) to satisfy the exercise of over-allotment options (greenshoe options) granted to the issuing banks.

Further, the Management Board, with the consent of the Supervisory Board, shall be authorized to exclude the statutory subscription right in particular, but not limited to, in the following cases:

- i. to the extent necessary to service debt instruments (including participation rights) with conversion or option rights or a conversion obligation issued by the Company or its subsidiaries (Section 189a no 7 Commercial Code) or yet to be issued;*
- ii. to issue shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code) for remuneration purposes;*
- iii. in order to increase the share capital against contributions-in-kind, provided that the capital increase is carried out for the purpose of (also indirectly) acquiring companies, parts of companies or participations in companies or other assets related to an acquisition project;*
- iv. to carry out a so-called "scrip dividend" in the course of which the shareholders of the Company are offered to contribute their dividend claim (in whole or in part) as a contribution in kind against the granting of new shares from the Authorized Capital 2019;*
- v. in case of capital increases against cash contribution, provided the exercise of this authorization is objectively justified on the exercise date in accordance with the respective applicable legal requirements. The shares issued with the exclusion of subscription rights on the basis of this authorization pursuant to this litera v. may not exceed a total of 10% of the share capital of the company at the time of the effective date or, if such value is lower, at the time of the exercise of this authorization.*

Section 5 Paragraph (7) of the Company's Articles of Association shall be substituted by a provision, which corresponds with the wording of the resolution above.

The Authorized Capital as resolved on by the Extraordinary General Meeting held on 15 September 2017 shall be revoked."

Reference is made to the Management Board's report on the exclusion of subscription rights pursuant to Section 170 Para 2 in conjunction with Section 153 Para 4 AktG.

Agenda item 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.

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

"In accordance with Section 159 Para 2 no 1 AktG, the share capital of the Company shall be conditionally increased by up to EUR 10,000,000.00 by issuing up to 10,000,000 no-par value bearer shares for the purpose of issuing them to creditors of convertible bonds which the Management Board, with the consent of the Supervisory Board, may issue in the future on the basis of the authorization granted at the Annual General Meeting on 30 April 2019. The conditional capital increase may only be carried out to the extent that creditors of convertible bonds to be issued by the Company or their subsidiaries make use of their conversion and/or subscription rights to shares of the Company. The amount to be issued and conversion ratio shall be determined in accordance with the interests of the Company, the existing shareholders and the subscribers of the convertible bonds within the framework of a customary market pricing procedure using recognized customary market methods and the stock exchange price of the Company's shares. The issue price of the new shares may not be less than the proportionate amount of the share capital. The shares to be issued as part of the conditional capital increase are entitled to dividends to the same extent as the existing shares of the Company.

In Section 5 of the Articles of Association of the Company a new Paragraph (8) shall be inserted which corresponds to the wording of the resolution above."

Agenda item 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.

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

"Pursuant to Section 174 Para 2 AktG, the Management Board is authorized, with the consent of the Supervisory Board, for a period of five years from the date of the resolution by the Annual General Meeting, thus until 30 April 2024, to issue convertible bonds in the amount of up to a maximum of EUR 500,000,000.00, granting the right to the conversion and/or subscription rights for up to 10,000,000 bearer shares of the Company, the pro rata amount of which corresponds to up to EUR 10,000,000.00 of the share capital. This authorization may be exercised in one or more tranches. The convertible bonds may be issued against consideration in cash or contribution in kind or against a combination of these two forms of contribution. The shareholders' subscription right is excluded (direct exclusion). The issue price and the terms and conditions of the convertible bonds (in particular: interest rate, term, denomination, dilution protection, conversion modalities, conversion price, conversion and/or subscription conditions, etc) shall be determined by the Management Board with the consent of the Supervisory Board. In addition, the issue amount and conversion ratio must be determined in accordance with a customary market pricing procedure using recognized methods and the stock exchange price of the Company's shares, while safeguarding the interests of the Company, the existing shareholders and the subscribers of the

convertible bonds. The conversion and/or subscription rights may be serviced by conditional capital, authorized capital, own shares, by delivery of shares by third parties or a combination of these forms."

Reference is made to the Management Board's report pursuant to Section 174 Para 4 in conjunction with Section 153 Para 4 AktG.

Agenda item 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.

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

"Pursuant to Section 174 Para 2 AktG, the Management Board is authorized, with the consent of the Supervisory Board, to issue participating bonds (Gewinnschuldverschreibungen), participation rights (Genussrechte) or other instruments falling under Section 174 AktG (these together being "instruments") in the amount of up to a maximum of EUR 400,000,000.00 for a period of five years from the date of the resolution by the Annual General Meeting, thus until 30 April 2024. This authorization may be exercised in one or more tranches. The instruments may be issued against consideration in cash or contribution in kind or against a combination of these two forms of contribution. The shareholders' subscription right is excluded (direct exclusion). The issue price and the terms and conditions of the instruments (in particular: interest rate, term, denomination, amount of profit participation, claim to liquidation proceeds, claim to dividend, etc) shall be determined by the Management Board with the consent of the Supervisory Board. In addition, the issue price and the terms and conditions of the instruments must be determined in accordance with a customary market pricing procedure using recognized methods, taking into account the interests of the Company, the existing shareholders and the subscribers of the instruments."

Reference is made to the Management Board's report pursuant to Section 174 Para 4 in conjunction with Section 153 Para 4 AktG.

Agenda item 12: Amendment of the Company's Articles of Association in Section 10.

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

"The Company's Articles of Association shall be amended as follows: Section 10.6 Para (4) shall be deleted in its entirety."