



Proxy

for the Annual General Meeting of BAWAG Group AG
at the Company's headquarters, Wiedner Gürtel 11, 1100 Wien, Turm 17, 1. Stock
on 30 October 2020, 2.00 p.m. (Vienna Time)

IMPORTANT NOTICE: This Proxy does not entitle to participate in the Annual General Meeting. Contact the credit institution holding your securities on account to issue a deposit certificate pursuant to Sec. 10a of the Austrian Stock Corporation Act (AktG).

Record Date: 20 October 2020

Submission of Proxy: by 29 October 2020, 4.00 p.m. Vienna Time

By granting this power of attorney, I confirm that I have read the information published by the Company on its website or contained in the invitation. I declare my consent to the processing of personal data (name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, number of the voting card and e-mail address) to enable the exercise of shareholders' rights within the framework of the Annual General Meeting.

1 Issuer (Shareholder)

First Name, Surname / Company name

Address
no.

Date of birth / Register

Deposit account no.

Account maintaining credit institution

e-mail address (disclosure of the e-mail address confirms that only the authorisor has access to this e-mail address)

Password (serves to authenticate your identity to the proxy)

2 Proxy - Representative (for the special proxy according to § 3 para. 4 COVID-19-GesV)

I/We hereby authorize the following special proxy(ies) to exercise all shareholder rights with the right to grant sub-proxies and with exemption from the restrictions for cases of multiple representation. The right to vote, the right to propose motions and the right to object will only be exercised by giving instructions. If there are no instructions for a resolution proposal, or if the instructions are unclear, the special representative will abstain from voting. **If more than one proxy is checked, the power of attorney is deemed to have been granted to the first of the persons checked:**

- Dr. Michael Knap**
c/o Interessenverband für Anleger, IVA, Feldmühlgasse 22/4, 1130 Vienna, Austria
e-mail: knap.bawaggroup@hauptversammlung.at
- Mag. Christian Thaler**
c/o Schindler Rechtsanwälte GmbH, Kohlmarkt 8-10, 1010 Vienna, Austria
e-mail: thaler.bawaggroup@hauptversammlung.at
- Mag. Gernot Wilfling**
c/o Müller Partner Rechtsanwälte GmbH, Rockgasse 6, 1010 Vienna, Austria
e-mail: wilfling.bawaggroup@hauptversammlung.at
- Mag. Christoph Moser**
c/o Weber Rechtsanwälte GmbH & Co KG, Rathausplatz 4, 1010 Vienna, Austria
e-mail: moser.bawaggroup@hauptversammlung.at

If you issue this power of attorney not as a shareholder but as a representative of a shareholder, please enclose proof of your power of representation (power of attorney issued by the shareholder, court appointment decree, etc.)

3 for the following securities

No-par value shares (ISIN AT0000BAWAG2)

_____ Entitled to attend, vote and execution of all other shareholder's rights.
No. of shares*

* if not specified, the number of shares stated in the deposit confirmation or in the share register is deemed to be covered by the proxy

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Restrictions on the power of attorney:

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Instructions (for the Annual General Meeting to be held on 30 October 2020)

The special proxy is instructed to exercise my/our voting right on the Management (i.e. Management Board and/or Supervisory Board) resolution proposals made available on the Company's website as follows

Proposed resolutions by the Management according to the agenda (Please tick the respective box; do not use a red pen)		FOR	AGAINST	ABSTAIN
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 2019.	No resolution required.		
2.	Resolution on the appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on granting discharge to the members of the Management Board with regard to the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Amendment of the Company's Articles of Association in Section 9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the Remuneration Policy concerning Management Board Members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the Remuneration Policy concerning Supervisory Board Members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution to authorize the Management Board <ul style="list-style-type: none"> 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 6 of the agenda adopted by the General Meeting on 30 April 2019. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other resolutions

(Please tick the respective box; do not use a red pen)

In the event of new or amended motions by either the Management or one or more shareholder(s) at the Annual General Meeting, I/we instruct the proxy to vote as per the following instructions:

FOR motions by the Management AGAINST motions by shareholders	FOR motions by shareholders AGAINST motions by the Management	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a separate vote is taken on a proposal for a resolution on individual items, an instruction issued on this proposal shall apply accordingly to each individual voting procedure.

In the case of proposed resolutions for which no or unclear instructions have been issued (e.g. simultaneously FOR and AGAINST the same proposed resolution), and if no instructions have been issued with regard to a proposed resolution, the special proxy will abstain from voting. If additional or amended instructions are issued after the form has been submitted, the instructions issued here will remain valid unless they are amended or revoked.

Other instructions (e.g. for applications and oppositions)

If this field is left blank, the special representative will not propose resolutions and/or raise objections.

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Date

Signature / company

Signatures of all co-shareholders, if applicable

Please complete and return by 29 October 2020 (receipt by 16.00 Vienna time at the latest)

- by **e-mail** to the e-mail address given to your proxy chosen above (as scanned attachment in TIF, PDF, etc.)
- by **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** to +43 (0)1 8900 500 82
- by **SWIFT**: BAWAATWW (Message Type MT598 or Type MT599, by indicating ISIN AT0000BAWAG2 in the text in any case)