

## **Remuneration Policy for the Members of the Supervisory Board**

of

### **BAWAG Group AG**

(Commercial Register Number FN 269842 b)

#### **1. General notes**

BAWAG Group AG (the "**Company**") is the listed holding company of BAWAG P.S.K., which is headquartered in Vienna, Austria. This remuneration policy (the "**SB Remuneration Policy**") contains remuneration principles for each member of the supervisory board of the Company (each member of the supervisory board of the Company referred to as "**Supervisory Board Member**") pursuant to Sections 78a and 98a of the Austrian Stock Corporation Act (Aktiengesetz; "**AktG**"). The Company and its direct and indirect subsidiaries form the BAWAG group (the "**BAWAG Group**").

The SB Remuneration Policy has been approved by the supervisory board of the Company (the "**Supervisory Board**") – after having been prepared by the nomination and remuneration committee of the Supervisory Board – and will be presented to the shareholders for the first time at the annual general meeting 2020 for voting and subsequently at least every fourth financial year or at an earlier annual general meeting when substantial changes to the SB Remuneration Policy are made.

BAWAG Group operates in a highly regulated environment and is under direct supervision of the European Central Bank (ECB). The SB Remuneration Policy is compliant with the regulatory framework applicable to the BAWAG Group.

#### **2. Principles of the SB Remuneration Policy**

Supervisory Board Members receive a remuneration which is strongly aligned with the market and the interests of the Company's shareholders. All remuneration of Supervisory Board Members is paid in accordance with resolutions adopted by the annual general meeting.

#### **3. Remuneration of Supervisory Board Members**

Supervisory Board Members receive a fixed remuneration which depends on the actual function performed (Chairman of the Supervisory Board, Deputy chairman of the Supervisory Board or (ordinary) member of the Supervisory Board). Supervisory Board Members being also a member of a committee may receive additional remuneration which depends on the respective committee (Audit and Compliance Committee or other committee) in which a Supervisory Board Member participates and furthermore, the specific function performed in the committee (Chairman or other (ordinary) seat in the committee).

The remuneration of Supervisory Board Members, or a part thereof, may be paid in shares of the Company, provided that such form of payment is covered by a corresponding shareholders' resolution.

#### **4. Temporary Deviation from the SB Remuneration Policy**

A temporary deviation from the SB Remuneration Policy with respect to the remuneration of Supervisory Board Members as set forth in Section 3 is permissible in case of extraordinary circumstances.

In the event of such extraordinary circumstances, a deviation from the SB Remuneration Policy shall be permitted. Such deviation may concern, for example, modifications on the form of remuneration. This shall be justified as long as it is in the best interest of the Company and its subsidiaries and it supports to achieve its objectives.