

Voting Instructions for the

Annual General Meeting of BAWAG Group AG

Austria Center Vienna, Bruno-Kreisky-Platz 1, 1220 Vienna
on 7 May 2018, 11:00 a.m. (Vienna Time)

If you grant power of attorney to Dr. Michael Knap, born 18 May, 1944, in his capacity as proxy representative for shares for BAWAG Group AG, you can use this form to issue your voting instructions. Your voting instructions will not be forwarded to BAWAG Group AG in advance.

If no other submitter is named, the undermentioned draft resolutions pursuant to Sec 108 para. 1 AktG are those submitted by the Management Board and the Supervisory Board or the Supervisory board only. If there are separate votes on individual subjects in one draft resolution concerning an agenda item, the voting instruction given for this draft resolution shall apply accordingly for each individual subject. On additional agenda items and new or changed draft resolutions not mentioned in this form Dr. Knap may abstain from voting.

On draft resolutions without or with inexplicit instructions (e.g. voting FOR and AGAINST the same resolution) Mr. Knap may abstain from voting for the affected resolution.

Issuer (Shareholder)

First name, surname / Company name

Address

Date of birth / Register no.

Contact (Phone. or e-mail)

Draft resolutions of the agenda

(Please check boxes like ; do not use red ink)

	For the resolution	Against the resolution	Abstention
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 2017	<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 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the determination of the remuneration of the Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Elections to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Re-election of Christopher Brody to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Re-election of Mag. Egbert Fleischer to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Re-election of Kim Fennebresque to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Re-election of Adam Rosmarin to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dr. Knap is entitled to reject a power of attorney without giving any reasons, especially if it suffers a flaw. Dr. Knap will make an effort to inform the issuer in due time before the general meeting about the rejection if contact details are available (phone, e-mail, etc.) and information is feasible within the required period.

These voting instructions are only valid along with a valid proxy. In absence of such proxy Dr. Knap may not exercise the voting rights and, thus, cannot vote in accordance with the voting instructions.

In case of revocation of the power of attorney the voting instructions become void. This revocation must be sent to Dr. Knap via one of the below mentioned addresses. Upon revocation on the day of the General Meeting please draw special attention to indicate that voting instruction also are revoked.

Date

Signature / company

Signatures of all co-shareholders, if applicable

Please complete and return until 4 May 2018, 12:00 p.m. Vienna Time

- by **post / messenger** to Dr. Michael Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria
- by **Fax** to +43-1-8763343-39
- by **e-mail** to michael.knap@iva.or.at (as scanned attachment; TIF, PDF, etc.)