

Voting Instructions for the Annual General Meeting of BAWAG Group AG Studio 44, Rennweg 44, 1038 Vienna on 30 April 2019, 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. Appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Granting discharge to the members of the Management Board with regard to the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Granting discharge to the members of the Supervisory Board with regard to the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointing the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Authorizing 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 <i>mutatis mutandis</i> the rules on the exclusion of shareholder subscription rights,			
6. c. to reduce the share capital by canceling these treasury shares with no further resolution of the General Meeting,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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			
7. Reducing the Company's share capital by the way of cancellation 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)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Revoking the existing authorized capital and authorizing 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Conditionally increasing 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorizing the Management Board pursuant to Section 174 Para 2 AktG to issue convertible bonds with the exclusion of the shareholders' subscription right	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorizing 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Amendment of the Company's Articles of Association in Section 10	<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 29 April 2019, 4:00 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.)