

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 2023

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 31 December 2023 in the amount of EUR 3,917,653,115.97 shall be appropriated in accordance with the Management Board's proposal as follows: Each share which is entitled to a dividend on the record date (11. April 2024) shall receive a dividend in the amount of EUR 5 adding up to a maximum of EUR 392,538,100. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 15 April 2024, ex dividend day will be 10 April 2024.

The dividend payment is classified as a repayment of capital under Austrian tax law (Section 4 Para 12 of the Austrian Income Tax Act). The dividend is therefore not subject to Austrian withholding tax and tax neutral in Austria for natural persons. The dividend will therefore be distributed to shareholders on the dividend payment date without deduction of Austrian withholding tax of 27.5 %. The repayment of capital, however, reduces the acquisition costs of BAWAG Group AG shares applicable for Austrian tax purposes. The reduction of the acquisition costs can result in increased taxable capital gains, particularly for natural persons who are resident for tax purposes in Austria, if the BAWAG Group AG shares are sold at a profit at a later point in time."

Agenda item 3: Resolution on granting discharge to the members of the Management Board with regard to the financial year 2023

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 2023 are granted discharge for their activity in the financial year 2023."

Agenda item 4: Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2023

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 2023 are granted discharge for their activity in the financial year 2023."

Agenda item 5: Appointment of the auditor and the group auditor for audit of the annual financial statements, the consolidated financial statements and (if by then required) the (consolidated) corporate sustainability report for the financial year 2025

The Supervisory Board proposes that the General Meeting adopts the following resolution:

"Deloitte Audit Wirtschaftsprüfungs GmbH will be appointed as the auditor of the annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report, and, if legally required, of the (consolidated) corporate sustainability report for the financial year 2025."

Explanatory Notes: The auditor for the current financial year 2024, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, was appointed in the annual general meeting held on 31 March 2023.

Agenda item 6: Appointment of the auditor of the (consolidated) corporate sustainability report 2024 (if by then required)

The Supervisory Board proposes that the General Meeting adopts the following resolution:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft will be appointed as the auditor of the (consolidated) corporate sustainability report of BAWAG Group AG for the financial year 2024, provided that such audit will become required by law for the 2024 financial year."

Explanatory Notes: The auditor for the current financial year 2024, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, should be also the auditor of the (consolidated) corporate sustainability report of BAWAG Group AG, insofar as such an auditor is required by law for the 2024 financial year.

Agenda item 7: Approval of the remuneration report 2023

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

"The remuneration report for the financial year 2023 concerning the Management Board and the Supervisory Board shall be approved."

Explanatory Notes: The remuneration report for the financial year 2023 was drawn up in accordance with the relevant provisions and resolved on by both Management Board and Supervisory Board.

Agenda item 8: Approval of the remuneration policy concerning Management Board members and Supervisory Board members

The Supervisory Board proposes that the General Meeting adopts the following resolution:

"The remuneration policy concerning the Management Board members and Supervisory Board members shall be approved."

Explanatory Notes: The current remuneration policy concerning the Managing Board members and the current remuneration policy concerning the Supervisory Board members were confirmed in the annual general meeting held on 30 October 2020. Under the Austrian Stock Corporation Act (*AktG*), the remuneration policy must be put to the vote every four years.

Agenda item 9: 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 repurchase (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 Austrian Stock Corporation Act (*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 7 of the agenda adopted by the General Meeting on 31 March 2023.

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 Austrian Stock Corporation Act (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 (= calculated proportion of the share capital) and must not be more than 50 % 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 up to a maximum volume of 10 % of the share capital, 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 (UGB)) or by third parties acting on behalf of the Company.

The acquisition may take place at the discretion of the Management Board via the stock exchange or a public offer or, with the consent of the Supervisory Board, 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 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 Austrian Stock Corporation Act (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 (UGB)) 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 (UGB)) 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 cancellation 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 Austrian Stock Corporation Act (AktG). In addition, the authorizations set forth in Sections b. and c. shall apply both to treasury shares already held by the Company on the day of this resolution and to treasury shares to be acquired in future.*
- d. *The corresponding authorizations granted by the General Meeting held on 31 March 2023, agenda item 7, shall be revoked."*

Explanatory Notes: 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 Austrian Stock Corporation Act (AktG).

Agenda item 10: Resolution to revoke the existing authorized capital and to authorize the Management Board to increase the Company's share capital by up to EUR 31,440,000 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 31,440,000 by issuing up to 31,440,000 new bearer shares with no par value and to determine the issue price conditions in agreement with the supervisory board (Authorized Capital 2024).

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 2024 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 (UGB)) 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 (UGB)) 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 2024;
- 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 proportionate amount of the share capital attributable to the shares issued against cash and/or non-cash contributions with the exclusion of subscription rights may not exceed 10 % (ten percent, rounded to the second decimal place) of the company's share capital at the time the authorization is granted. This 10 %-threshold shall include the number of shares for which conversion and/or subscription rights are granted with convertible bonds issued during the term of this authorization with the exclusion of subscription rights. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the Authorized Capital 2024.

Section 5 Para (7) of the Company's Articles of Association is substituted by a provision, which corresponds with the wording of the resolution above. The Management Board shall be authorized to file this amendment to the Articles of Association with the commercial register. For this amendment of the Articles of Association of BAWAG Group AG, no further resolution by any body of BAWAG Group AG is necessary.

The Authorized Capital 2019 as resolved on by the General Meeting held on 30 April 2019 shall be revoked."

Explanatory Notes: 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 Austrian Stock Corporation Act (AktG).

Agenda item 11: Resolution to authorize the Management Board pursuant to Section 174 Para 2 Austrian Stock Corporation Act (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 Austrian Stock Corporation Act (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 8 April 2029, to issue convertible bonds in the amount of up to a maximum of EUR 500,000,000 granting the right to the conversion and/or subscription rights for up to 7,860,000 bearer shares of the Company, the pro rata amount of which corresponds to up to EUR 7,860,000 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."

Explanatory Notes: Reference is made to the Management Board's report pursuant to Section 174 Para 4 in conjunction with Section 153 Para 4 Austrian Stock Corporation Act (AktG).

Agenda item 12: Resolution to conditionally increase the Company's share capital pursuant to Section 159 Para 2 No 1 Austrian Stock Corporation Act (AktG) by up to EUR 7,860,000 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 7,860,000 by issuing up to 7,860,000 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 8 April 2024. 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.

Section 5 Para (8) of the Company's Articles of Association is substituted by a provision, which corresponds with the wording of the resolution above. For this amendment of the Articles of Association of BAWAG Group AG, no further resolution by any body of BAWAG Group AG is necessary."

Agenda item 13: Amendments to the Articles of Association in Section 10 (Virtual General Meeting and Hybrid General Meeting)

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

"Section 10 of the Articles of Association is changed to the effect that a new subsection 10.5 is included after subsection 10.4 which reads as follows:

10.5 Virtuelle Hauptversammlung

1. Der Vorstand entscheidet über die Form der Durchführung, das heißt ob die Hauptversammlung durchgeführt wird:
 - (i) mit physischer Anwesenheit der Teilnehmer, oder
 - (ii) ohne physische Anwesenheit der Teilnehmer (virtuelle Hauptversammlung), entweder als einfache virtuelle Hauptversammlung oder als moderierte virtuelle Hauptversammlung, oder
 - (iii) als Hauptversammlung, bei der sich die einzelnen Teilnehmer zwischen einer physischen und einer virtuellen Teilnahme entscheiden können (hybride Hauptversammlung).
2. Wird die Hauptversammlung vom Aufsichtsrat einberufen, ist diesem die Entscheidung über die Form der Durchführung im vorgenannten Sinn überlassen.
3. Der Vorstand ist ermächtigt, jeweils einzeln für Hauptversammlungen der Gesellschaft, die bis zum 31. Dezember 2029 stattfinden, vorzusehen, dass die Hauptversammlung als virtuelle oder hybride Hauptversammlung abgehalten wird. In der Einberufung ist zu erläutern, wie die Interessen der Aktionäre angemessen berücksichtigt wurden. Ebenso sind die technischen und organisatorischen Hinweise zur Teilnahme an der virtuellen oder hybriden

10.5 Virtual General Meeting

1. The Management Board decides on the form of the General Meeting, i.e. whether the General Meeting will be held:
 - (i) in the physical presence of the participants, or
 - (ii) without the physical presence of the participants (Virtual General Meeting), either as a Simple Virtual General Meeting or as a Moderated Virtual General Meeting, or
 - (iii) as a General Meeting, at which individual participants may decide between physical and virtual participation (Hybrid General Meeting).
2. If the General Meeting is convoked by the Supervisory Board, the decision on the form of the General Meeting in the aforementioned sense is left to the Supervisory Board.
3. The Management Board is authorised to make provision for the Annual General Meeting to be held as a virtual or hybrid Annual General Meeting for each of the company's Annual General Meetings that take place before 31 December 2029. The convening notice must explain how the interests of the shareholders have been adequately considered. The technical and organizational information on participation in the virtual or hybrid Annual General

Hauptversammlung bereits in der Einberufung aufzunehmen oder zeitgleich mit der Einberufung zu veröffentlichen.

Meeting must also be included in the convocation or is to be published simultaneously with the convocation.

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| <p>4. Wenn 5 % oder mehr der Aktionäre verlangen, dass die ordentliche Hauptversammlung in physischer Anwesenheit der Teilnehmer oder als hybride Hauptversammlung durchgeführt wird, bevor das Geschäftsjahr endet, muss die ordentliche Hauptversammlung im nächsten Geschäftsjahr in physischer Anwesenheit der Teilnehmer oder als hybride Hauptversammlung durchgeführt werden.</p> | <p>4. In case 5 % or more of the shareholders demand the annual General Meeting to be held in the physical presence of the participants or as a Hybrid General meeting before the end of the business year, the annual General Meeting in the next business year must be hold in the physical presence of the participants or as a Hybrid General Meeting.</p> |
| <p>5. Der Vorstand ist ermächtigt vorzusehen, dass die Aktionäre ihre Stimmen schon bis zu einem festzusetzenden Zeitpunkt vor der Hauptversammlung auf elektronischem Weg – beispielsweise per E-Mail – abgeben können. Die betreffenden Aktionäre können ihre Stimmabgabe bis zur Abstimmung in der virtuellen oder hybriden Hauptversammlung widerrufen und allenfalls neu abstimmen. Im Übrigen gilt § 126 AktG sinngemäß.</p> | <p>5. The Management Board is authorized to allow that shareholders may cast their votes electronically – for example by mail – up to a date which is to be determined before the General Meeting. The shareholders in question can revoke their vote until the voting process in the Virtual or Hybrid General Meeting begins and revoke. Section 126 AktG applies accordingly.</p> |
| <p>6. Entscheidet der Vorstand, die Hauptversammlung als virtuelle oder hybride Hauptversammlung einzuberufen, ist für die Übertragung in Echtzeit (nach Ermessen des Vorstands an die Teilnehmer oder öffentlich) abweichend von Punkt 10.4.1 dieser Satzung keine Zustimmung des Aufsichtsrats erforderlich.</p> | <p>6. If the Management Board decides to hold the General Meeting as a Virtual General Meeting or as a Hybrid General Meeting, notwithstanding point 10.4.1 of this Articles of association, no approval by the Supervisory Board is required for broadcasting the General Meeting (at the discretion of the Management Board to the participants or as public broadcast).</p> |
| <p>7. Dieser Punkt 10.5 der Satzung ist bis zum 31. Dezember 2029 befristet.</p> | <p>7. This point 10.5 of the Articles of Association is effective until 31 December 2029.</p> |

Due to the insertion of the new subsection as shown above, the numbering of items 10.5 (Voting Rights, Proxies) and 10.6 (Majorities in the General Meeting) in the current version of the Articles of Association is changed accordingly and now reads item 10.6 (Voting Rights, Proxies) and item 10.7 (Majorities in the General Meeting).

The Management Board shall be authorized to file this amendment to the Articles of Association with the commercial register. For this amendment of the Articles of Association of BAWAG Group AG, no further resolution by any body of BAWAG Group AG is necessary."

Explanatory Notes: This item was put forward to the General Meeting on 31 March 2023, with the respective resolution being passed with the required majority. However, the changes to the Articles of Association have not been implemented because the wording proposed to last year's General Meeting was based on the draft bill which was subject to further amendments in the course of the legislation process.

In the meantime, the federal law on virtual general meetings (*Bundesgesetz über die Durchführung virtueller Gesellschafterversammlungen – VirtGesG*) has entered into force. The now proposed wording corresponds with the provisions of such legislation and it is in

line with market practice of listed stock companies in Austria to allow such optionality in the Articles of Association.

The executive bodies of the company will make use of this authorization only when there is a substantial reason for holding a Virtual or Hybrid General Meeting. Such substantial reason exists, in particular, if this facilitates the participation of foreign shareholders in the (Annual) General Meeting or the handling of (Annual) General Meetings, if the costs of handling the (Annual) General Meeting can be reduced, if there are reasons to protect the health of the participants in the (Annual) General Meeting or if there are other overriding reasons in the interests of the shareholders for holding a Virtual or Hybrid General Meeting.