



Proxy

for the Annual General Meeting of BAWAG Group AG
Wiedner Gürtel 11, tower 17, first floor, 1100 Wien
on 8 April 2024, 11:00 a.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 Section 10a Austrian Stock Corporation Act (*AktG*).
Record Date: 29 March 2024, **Submission of Proxy:** by 5 April 2024, 4:00 p.m. Vienna Time.

Information about the Shareholder

First Name, Surname / Company name

Address

Date of birth / Register no.

Deposit account no.

Account maintaining credit institution

Contact (Phone. or e-mail)

Proxy for the representative named by BAWAG Group AG

I/we hereby authorize Mr. Florian Beckermann, c/o *Interessenverband für Anleger - IVA*, Feldmühlgasse 22/4, 1130 Vienna, Austria, to execute the voting right. Mr. Florian Beckermann is entitled to grant sub-power of attorney. Upon revocation of the proxy on the day of the General Meeting please draw special attention to indicate that voting instruction also are revoked

Mr. Florian Beckermann is entitled to reject a power of attorney without giving any reasons, especially if it suffers a flaw. Mr. Florian Beckermann 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.

Number of no-par value shares (ISIN AT0000BAWAG2)

_____ No. of Shares entitled to attend, vote and execution of all other shareholder's rights

Voting Instructions

You can use this form to issue your voting instructions. Your voting instructions will not be forwarded to BAWAG Group AG in advance. On draft resolutions without or with inexplicit instructions (e.g. voting for and against the same resolution) The representative may abstain from voting for the affected resolution.

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.

Draft resolutions of the agenda

Please check boxes and 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 2023	<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 2023	<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, the consolidated financial statements and (if by then required) the (consolidated) corporate sustainability report for the financial year 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of the auditor of the (consolidated) corporate sustainability report 2024 (if by then required)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the remuneration report 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the remuneration policy concerning Management Board members and Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution to authorize the Management Board				
9.	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 (<i>AktG</i>) via the stock exchange, a public offer or over-the-counter, also with the exclusion of <i>pro rata</i> 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 Austrian Stock Corporation Act (<i>AktG</i>), 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, 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Resolution to authorize the Management Board pursuant to Section 174 Para 2 Austrian Stock Corporation Act (<i>AktG</i>) to issue convertible bonds with the exclusion of the shareholders' subscription right	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Resolution to conditionally increase the Company's share capital pursuant to Section 159 Para 2 No 1 Austrian Stock Corporation Act (<i>AktG</i>) by up to EUR 7,860,000 and to amend the Company's Articles of Association in Section 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Amendments to the Articles of Association in Section 10 (Virtual General Meeting and Hybrid General Meeting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other Resolutions

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. If none of these options is selected, the representative will abstain from voting.

For motions by the management and against motions by shareholders:

For motions by shareholders and against motions by the management:

Please check boxes and do not use red ink.



Other Instructions (if any)

Signature of all issuers

Date	Signature / company	Signatures of all co-shareholders, if applicable

Please send this proxy, which the Addressee must receive before 5 April 2024, 4:00 p.m. Vienna Time

- by *post / messenger* to Florian Beckermann, c/o IVA, Feldmühlgasse 22, 1130 Wien, Austria; or
- by *e-mail* to beckermann.bawaggroup@hauptversammlung.at as scanned attachment (TIF, PDF, etc).

BAWAG Group AG reserves the right to verify the identity of the persons attending the meeting. We therefore ask the attendees to bring an official photo identification, if available the deposit certificate and the respective proxy in either its original or replicate version. Entry may be denied if a person's identity cannot be verified. If the original of the proxy appointment has already been sent to the above address, you will be able to expedite your admission by providing a copy of the proxy.