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Shareholders' meeting according to article 107 section 3 AktG

BAWAG Group AG: Convocation to the Annual General Meeting

Wien (pta029/25.02.2022/13:30) - **BAWAG Group AG**

Vienna, FN 269842 b

(the „**Company**“ or „**BAWAG**“)

CONVOCATION to the ANNUAL GENERAL MEETING of BAWAG Group AG

registered under FN 269842 b with the companies register held by the Commercial Court Vienna

which will be held on 28 March 2022, 10.00 am Vienna Time,
at the Company's headquarters, Wiedner Gürtel 11, 1100 Vienna, Austria
Tower 17, first floor (Turm 17, erster Stock):

1. Virtual General Meeting

In order to protect shareholders and other participants, BAWAG's Management Board has decided to make use of the existing legal framework governing virtual general meetings. Therefore, the annual general meeting of BAWAG on 28 March 2022 will be held as a virtual general meeting ("**Virtual General Meeting**") pursuant to Section 1 para 2 Corporate COVID-19-Act (Federal Law Gazette I No. 16/2020 as amended by Federal Law Gazette I No. 246/2021) and the Corporate COVID-19-Regulation (Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II 609/2021), taking into account the interests of both the Company and the participants.

According to the decision of the Management Board, shareholders and their representatives (with the exception of the special proxies pursuant to Section 3 para 4 Corporate COVID-19-Regulation) are not allowed to physically attend the Virtual General Meeting. The Virtual General Meeting shall take place exclusively in the physical presence of the Chairman of the Supervisory Board, members of the Management Board, the notary public and the four special proxies proposed by the Company at the premises of the Company, Wiedner Gürtel 11, 1100 Vienna, Austria, Tower 17, first floor (Turm 17, erster Stock).

The holding of the Annual General Meeting as a virtual general meeting in accordance with the Corporate COVID-19-Regulation leads to certain modifications compared to meetings held in presence of the shareholders as outlined in this convocation and in the documents herein referred to.

The exercise of voting rights, the right to submit motions for resolution, applications and the right to raise objections shall exclusively be made via one of the special proxies proposed by the Company in accordance with Section 3 para 4 Corporate COVID-19-Regulation. However, the right to information can also be exercised at the Virtual General Meeting by the shareholders themselves by means of electronic communication, i.e. by submitting questions via e-mail to fragen.bawaggroup@hauptversammlung.at, provided they have registered for the Virtual General Meeting pursuant to point 4 and have authorized a special proxy.

All shareholders of the Company may participate in the Virtual General Meeting by using appropriate technical equipment (i.e., for example, a functional device, such as a computer, laptop, tablet or smartphone, and an internet connection with sufficient bandwidth for streaming videos). The link to the broadcast of the Virtual General Meeting is <https://www.bawaggroup.com/agm>, where further information on the organizational and technical requirements for participating in the Virtual General Meeting are published.

2. Agenda:

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 2021.
2. Resolution on the appropriation of profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2021.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2021.
5. Appointment of the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2023.
6. Approval of the Remuneration Report 2021.
7. Amendment of the Articles of Association in Section 9.
8. 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 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 9 of the agenda adopted by the General Meeting on 27 August 2021.

3. Provision of Information

On 7 March 2022 (at the latest), in particular the following documents will be made available for viewing on the company's registered website at <http://www.bawaggroup.com> pursuant to Section 108 para 3 and 4 of the Stock Corporation Act (AktG):

- * annual financial statements 2021 together with the management report;
- * consolidated corporate governance report for the financial year 2021;
- * consolidated financial statements and consolidated management report for the financial year 2021;
- * report of the Supervisory Board for the financial year 2021;
- * non-financial report 2021;
- * the Management Board's proposal for the resolution on the appropriation of profit;
- * the proposals for resolutions on the agenda items 2 to 8;
- * Remuneration Report concerning the financial year 2021 pursuant to Section 78c of the Stock Corporation Act (AktG);
- * this convocation to the Virtual General Meeting;
- * Comparison of the current version and the amended version of the Company's Articles of Association;
- * Report of the Management Board pursuant to Section 65 para 1b in conjunction with Sections 170 para 2 and 153 para 4 Stock Corporation Act (AktG) concerning agenda item 8;
- * the forms for granting and revoking proxy pursuant to Section 114 of the Stock Corporation Act (AktG) together with an instruction form for the special proxies nominated by the Company;
- * the form for questions;
- * additional information on the organizational and technical requirements for participating in the Virtual General Meeting; and
- * the document containing the Data Protection Information.

4. Requirements for participation in the Virtual General Meeting

4.1. Record Date

The right to participate in the Virtual General Meeting and to exercise the voting rights and further shareholder rights which may be exercised in the course of the Virtual General Meeting depends on the share ownership at the end of the tenth day prior to the day of the Virtual General Meeting, and thus on **18 March 2022, end of day (Vienna Time [Record Date])**.

Only shareholders who are capable of evidencing to the Company their share ownership on the Record Date have the right to exercise their shareholders' rights in the Virtual General Meeting in accordance with the Corporate COVID-19 Act and the Corporate COVID-19-Regulation. Share ownership on the Record Date must be verified by submitting a deposit certificate pursuant to Section 10a of the Stock Corporation Act (AktG).

The deposit certificate must be received by the Company by no later than on the third working day prior to the Virtual General Meeting, and thus on **23 March 2022 (received by the Company)** at the latest, through one of the following communication channels and addresses, respectively, pursuant to point 10.3.4 of the Articles of Association of the Company:

by fax: +43 (0)1 8900 500 72

by SWIFT: BAWAATWW (Message Type MT598 or Type MT599, please include "HV BAWAG" in field 20 and "ISIN AT0000BAWAG2" in field 77E or 79).

by e-mail: anmeldung.bawaggroup@hauptversammlung.at (scanned deposit certificate, e.g. PDF format, as attachment)

by mail/courier: HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

Please note that the appointment of a special proxy and the exercise of the right to information by shareholders cannot be validly effected without a deposit receipt being received by the Company in due time.

4.2. Deposit Certificate

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following details (Section 10a para 2 of the Stock Corporation Act [AktG]):

- * information on the issuer: name/company name and address or a code used between banks (SWIFT-Code),
- * information on the shareholder: name/company name, address, date of birth in case of natural persons or in case of legal persons, designation of company register and registration number with which the legal person is registered in its home state,
- * securities account number or other identification of securities account,
- * information on the shares: number of shares held by the shareholder, ISIN AT0000BAWAG2 (internationally used securities identification number),
- * term or period, to which the deposit certificate relates.

The deposit certificate will be accepted in German or English.

4.3. Appointment of a special proxy and the procedure to be followed

Every shareholder who has the right to participate in the Virtual General Meeting in accordance with the Corporate COVID-19-Act and the Corporate COVID-19-Regulation may appoint a special proxy.

Pursuant to Section 3 para 4 Corporate COVID-19-Regulation the submission of a motion for resolution, the casting of votes and the raising of an objection in the Virtual General Meeting of BAWAG can only be conducted by a special proxy.

The following qualified persons who are independent of the Company are proposed as special proxies:

i. Mag. Ewald Oberhammer

c/o Oberhammer Rechtsanwälte GmbH, Karlsplatz 3/1, A-1010 Vienna, Austria

E-mail: oberhammer.bawaggroup@hauptversammlung.at

ii. Mag. Matthias Fucik

c/o PHH Prochaska Havranek Rechtsanwälte GmbH & Co KG, Julius-Raab-Platz 4, A-1010 Vienna, Austria

E-mail: fucik.bawaggroup@hauptversammlung.at

iii. Dr. Daniel Reiter

c/o bpv Hügel Rechtsanwälte GmbH, Enzersdorferstraße 4, A-2340 Mödling, Austria

E-mail: reiter.bawaggroup@hauptversammlung.at

iv. Mag. Gernot Wilfling

c/o Müller Partner Rechtsanwälte GmbH, Rockhgasse 6, 1010 Vienna, Austria

E-mail: wilfling.bawaggroup@hauptversammlung.at

Each shareholder may choose one of the four above-mentioned persons as his or her special proxy and grant this person power of attorney. The granting of a power of attorney to another person is not permissible within the meaning of the Corporate COVID-19-Regulation and is therefore not permissible and such other person will not be granted access to the Virtual General Meeting.

A separate proxy form will be made available on the Company's website at <https://www.bawaggroup.com/agm>. Please read the proxy form carefully and also consider the organizational and technical requirements for participation in the Virtual General Meeting pursuant to Section 2 para 4 Corporate COVID-19-Regulation which are published on the same website.

The proxy forms should be submitted to the e-mail address of your special proxy (as indicated above) by **25 March 2022, 4.00 p.m. (Vienna time)**, being the last business day before the Virtual General Meeting, at the latest.

5. Notice on Shareholder Rights

5.1. Request for agenda items by shareholders (Section 109 of the Stock Corporation Act (AktG))

Pursuant to Section 109 of the Stock Corporation Act (AktG) shareholders whose shares total at least **5% of the registered capital**, individually or in aggregate, may request (to the Company in writing) that items are added to the agenda of this Virtual General Meeting and are published. "In writing" means with handwritten signature or corporate signature by the respective applicant or, if by e-mail, with a qualified electronic signature. Each agenda item submitted must be accompanied by a proposed resolution (also in German language) and a justification thereof.

Applicants must have held their shares for at least three months prior to their request. Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company and must confirm that the submitting shareholders have held the shares (5% of the registered capital) continuously for a period of at least three months prior to submission. In case of several shareholders holding the required share ownership of 5% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under point 4. (**Requirements for participation in the Virtual General Meeting**).

The request for additional agenda items will be accepted only if received by the Company in writing on the 21st day prior to the Virtual General Meeting at the latest, and thus by no later than 7 March 2022, at BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, or, if by e-mail, with qualified electronic signature to hauptversammlung@bawaggroup.com.

5.2. Proposed resolutions of shareholders (Section 110 of the Stock Corporation Act (AktG))

Pursuant to Section 110 of the Stock Corporation Act (AktG) shareholders whose shares total at least **1% of the registered capital**, individually or in aggregate, may submit proposed resolutions together with a justification for each agenda item by written request pursuant to Section 13 para 2 of the Stock Corporation Act (AktG) and may request that such proposed resolutions, together with the name of the respective shareholders, the accompanying justification and any optional statement of the Management Board or Supervisory Board be made available on the Company's website (<http://www.bawaggroup.com>). The proposed resolution, but not its justification, must always be submitted in German language. If a shareholder proposes the election of a person to the supervisory board, the respective person's declaration pursuant to Section 87 para 2 of the Stock Corporation Act (AktG) replaces the justification.

Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company. In case of several shareholders holding the required share ownership of 1% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under point 4. (**Requirements for participation in the Virtual General Meeting**) of this convocation notice.

Proposals for resolutions will be taken into consideration if received by the Company in writing on the 7th working day prior to the Virtual General Meeting at the latest, and thus by no later than 17 March 2022, at BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Dr. Hutan Rahmani, by fax: +43 (0) 599 05 / 522029 or by e-mail hauptversammlung@bawaggroup.com, scanned, e.g. PDF format, as attachment.

For elections to the Supervisory Board, the Company must receive the proposals from shareholders pursuant to Sec 110 para 1 of the Stock Corporation Act (AktG) for election of Supervisory Board members together with the declarations pursuant to Sec 87 (2) of the Stock Corporation Act (AktG) for every proposed person in text form by no later than 17 March 2022 and must be made available on the Company's website (<http://www.bawaggroup.com>) by no later than on the second business day upon receipt; otherwise the respective person may not be included in the vote.

5.3. Right to Information (Section 118 of the Stock Corporation Act (AktG))

Pursuant to Section 118 of the Stock Corporation Act (AktG) every shareholder will be granted on demand disclosure about all the Company's affairs in the Virtual General Meeting to the extent necessary for the proper assessment of an agenda item. A prerequisite for the exercise of the shareholders' right to information is the proof of the right to participate and the granting of a corresponding power of attorney to the special proxy according to point 4. (**Requirements for participation in the Virtual General Meeting**) of this convocation.

Disclosure may be denied if a reasonable commercial assessment reveals that disclosure could cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution. Disclosure may also be denied to the extent this information was continuously available on the Company's website in the form of Q&A at least seven days prior to the Virtual General Meeting, and thus at least since 21 March 2022, provided this information remains accessible on the Company's website for one month after the Virtual General Meeting, and thus at least until 28 April 2022.

It is expressly pointed out that the right to information can be exercised by the shareholders themselves during this Virtual General Meeting by means of electronic mail by submitting an e-mail to the address fragen.bawaggroup@hauptversammlung.at. Please send the e-mail from the same e-mail address that you indicated on the proxy form.

The timeframe within which shareholders are allowed to exercise their right to information will be determined by the Chairman in the course of the Virtual General Meeting.

Please use the question form, which is available at <https://www.bawaggroup.com/agm>. If this question form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the respective e-mail. In addition, the password specified in the proxy form should also be provided in order to enable the Company, in case of doubt, to verify the identity of and consistency with the deposit confirmation. Questions received by the Company will be read out and answered at the Virtual General Meeting in accordance with Section 118 of the Stock Corporation Act (AktG).

For the sake of an efficient meeting, shareholders are asked to submit any questions which require longer preparation in due time prior to the Virtual General Meeting and in writing to BAWAG Group AG, Wiedner Gürtel 11, 1100 Vienna, attn. Jutta Wimmer, or by e-mail to fragen.bawaggroup@hauptversammlung.at such that they are received by the Company until 23 March 2022 at the latest.

5.4. Information about the right of shareholders to vote, submit applications and raise objections at the Virtual General Meeting

In the Virtual General Meeting, every shareholder has the right to file applications for each item on the agenda, issue voting instructions or make objections to the minutes in accordance with the Corporate COVID-19-Act and Corporate COVID-19-Regulation through his special proxy and subject to the presentation of proof required for attendance of the Virtual General Meeting hereby convened.

Please refer to the additional information published on the Company's website for further guidance on the modalities for exercising shareholder rights pursuant to Section 119 of the Stock Corporation Act (AktG), in particular with respect to the Virtual General Meeting.

6. Total Number of Shares and Voting Rights at the Time of the Convocation of the Virtual General Meeting

At the time of convening the Virtual General Meeting the Company's registered share capital amounts to EUR 89,142,237.00 and is split into 89,142,237 no-par value shares, each participating in the share capital to the same extent. Each share carries one vote. At the time of convening the Virtual General Meeting the Company holds 137,437 own shares. The Company has no rights in respect of these shares, in particular, no voting rights. There is only one class of shares.

7. Data Protection Information

For further information on the data being processed in connection with this Virtual General Meeting, please refer to the information document published on <http://www.bawaggroup.com/agm>.

Vienna, this February 2022

The Management Board

emitter:	BAWAG Group AG Wiedner Gürtel 11 1100 Wien Austria
contact person:	BAWAG Group Investor Relations (Jutta Wimmer)
phone:	+43 (0)59905-34444
e-mail:	investor.relations@bawaggroup.com
website:	www.bawaggroup.com
ISIN(s):	AT0000BAWAG2 (share)
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