

## 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 2024**

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 2024 in the amount of EUR 4,008,913,177.4 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 (9 April 2025) shall receive a dividend in the amount of EUR 5.5 adding up to a maximum of EUR 431,882,300. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 11 April 2025, ex dividend day will be 8 April 2025.*

*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 2024**

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 2024 are granted discharge for their activity in the financial year 2024."*

**Agenda item 4: Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2024**

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 2024 are granted discharge for their activity in the financial year 2024."*

**Agenda item 5: Amendment to the Articles of Association in section 9.1**

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

*"Section 9.1 subsection 1 of the Articles of Association of the Company is amended to the effect that the Supervisory Board shall consist of at least three and a maximum of eight members elected by the General Meeting (owner representatives). The Articles of Association are therefore amended as follows:*

**9. Aufsichtsrat**

**9. Supervisory Board**

**9.1 Mitglieder**

**9.1 Members**

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| <p>1. <i>Der Aufsichtsrat besteht aus mindestens drei und höchstens acht von der Hauptversammlung gewählten Mitgliedern (Kapitalvertreter), zu denen die vom Betriebsrat nach Maßgabe des Arbeitsverfassungsgesetzes in der geltenden Fassung entsandten Arbeitnehmervertreter hinzukommen.</i></p> | <p>1. <i>The Supervisory Board shall consist of at least three and a maximum of eight members elected by the General Meeting (owner representatives) as well as the staff representatives delegated by the works council in accordance with the Works Constitution Act, as amended ("ArbVG").</i></p> |
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Explanatory notes: BAWAG Group AG has further expanded its presence in its core markets with the two strategic acquisitions in the Netherlands (Knab Bank) and Germany (Barclays Consumer Bank Europe/ retail business of Barclays). These changes shall also be reflected in the future composition of the Supervisory Board, which the Nomination Committee has taken into account in its evaluation on the occasion of the upcoming elections to the Supervisory Board. The addition of new members shall be accompanied by an expansion of the competence profile of the Supervisory Board to include further areas that are currently not sufficiently covered.

**Agenda item 6: Election of members to the Supervisory Board**

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

*“Kim Fennebresque, born on 20 March 1950, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2028 financial year.”*

*“Tamara Kapeller, born on 29 March 1978, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2028 financial year.”*

*“Frederick Haddad, born on 23 November 1948, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2028 financial year.”*

*“Ahmed Saeed, born on 2 October 1969, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2028 financial year.”*

*“Robert Oudmaijer, born on 17 March 1962, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2026 financial year.”*

*“Veronika von Heise-Rotenburg, born on 5 August 1982, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2026 financial year.”*

*“Pat McClanahan, born on 22 March 1968, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2026 financial year.”*

*“Tina Chan Reich, born on 6 July 1976, is elected as member of the Supervisory Board of BAWAG Group AG until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2026 financial year.”*

Explanatory Notes: The election proposal of the Supervisory Board is based on the requirements set forth in sections 86 Para 7 and 87 Para 2 Austrian Stock Corporation Act (AktG) and in the Corporate Governance Code.

The proposed candidates have each submitted a declaration pursuant to section 87 para 2 Austrian Stock Corporation Act (AktG), which is also available on the company’s website along with the respective curriculum vitae.

In making its proposals, the Supervisory Board has sufficiently taken into account the professional and personal qualifications of the members as well as a balanced composition of the Supervisory Board with regard to the members' job qualifications, including aspects of the Supervisory Board's diversity in terms of gender and age and the internationality of its members in line with section 87 para 2a Austrian Stock Corporation Act (AktG).

The Annual General Meeting is bound by election proposals in the following manner: Nominations by shareholders whose shares together amount to one percent of the share capital and the declarations pursuant to Section 87 (2) AktG must be received by the company in text form for each person nominated no later than March 26, 2025 and made available on the company's website on March 28, 2025, otherwise the person concerned may not be included in the vote. With regard to the details and requirements for the consideration of such election proposals, reference is made to the information on shareholders' rights included in the convocation for this general meeting, which is also available on the Company's website.

**Agenda item 7: 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 2026**

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 2026."*

Explanatory Notes: The auditor for the current financial year 2025, Deloitte Audit Wirtschaftsprüfungs GmbH, was appointed in the annual general meeting held on 8 April 2024.

**Agenda item 8: Approval of the remuneration report 2024**

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

*"The remuneration report for the financial year 2024 concerning the Management Board and the Supervisory Board shall be approved."*

Explanatory Notes: The remuneration report for the financial year 2024 was drawn up in accordance with the relevant provisions and resolved on by both Management Board and Supervisory Board.

**Agenda item 9: Approval of the reviewed remuneration policy concerning Management Board members and Supervisory Board members**

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

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

Explanatory Notes: The Company's remuneration policy did not achieve the required majority at the Annual General Meeting on April 8, 2024. Therefore, a reviewed version of the remuneration policy

will now be submitted to this year's Annual General Meeting, which includes a proposal for a fundamental revision of the Management Board's remuneration. The cornerstones of the new remuneration system consist of two components - firstly, an adjustment to the fixed remuneration of the Management Board with effect from July 1, 2025, and secondly, a conceptual redesign of the remuneration structure towards a new "Group Combined Plan (GCP)", which combines the short-term and long-term performance incentives in a coherent framework. The implementation of these components requires the revised remuneration policy to be approved by the Annual General Meeting with the required majority.

#### **Agenda item 10: 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 9 of the agenda adopted by the General Meeting on 8 April 2024.**

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 8 April 2024, agenda item 9, 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*).