

# Wiener Privatbank SE

## Notice of the 42<sup>nd</sup> Annual General Meeting

FN 84890 p  
ISIN AT0000741301  
(the "**Company**")

We hereby invite our shareholders to the 42nd Annual General Meeting of Wiener Privatbank SE, which will take place on **Monday, June 8, 2026**, at 10:00 a.m. Vienna time, at the **Hotel Palais Coburg Residenz, Coburgbastei 4, 1010 Vienna**.

### I. AGENDA:

1. Presentation of the approved annual financial statements in accordance with the Austrian Commercial Code (*UGB*) as of December 31, 2025, including notes and management report, the consolidated corporate governance report, the IFRS consolidated financial statements as of December 31, 2025, including consolidated notes and consolidated management report, the proposal for the appropriation of profits, and the report of the Supervisory Board pursuant to Section 96 of the Austrian Stock Corporation Act (*AktG*).
2. Resolution on the appropriation of the balance sheet profit as shown in the annual financial statements as of December 31, 2025.
3. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2025.
4. Resolution on the discharge of the members of the Management Board for the fiscal year 2025.
5. Election of the auditor (bank auditor) for the annual and consolidated financial statements for the fiscal year 2027.
6. Resolution on the compensation policy of Wiener Privatbank SE (Compensation Policy).
7. Resolution on the 2025 Compensation Report of Wiener Privatbank SE.
8. Resolution on the compensation of the members of the Company's Supervisory Board for the 2025 fiscal year.
9. Elections to the Supervisory Board.
10. Elections of alternate members of the Supervisory Board.

**II. Provision of documents for the Annual General Meeting  
(Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in  
conjunction with Sections 108 (3) and (4) Austrian Stock Corporation  
Act (AktG))**

No later than Monday, **May 18, 2026**, the following documents will be available for inspection at the Company's headquarters, 1010 Vienna, Parkring 12, during the Company's regular business hours, Monday through Thursday (weekdays) 9:00 a.m. to 5:00 p.m., Vienna time, and Friday (weekdays) 9:00 a.m. to 3:00 p.m., Vienna time, and can also be accessed via the Company's website listed in the Commercial Register at [www.wienerprivatbank.com](http://www.wienerprivatbank.com):

- Annual Financial Statements pursuant to the Austrian Commercial Code (*UGB*) as of December 31, 2025, including notes and management report
- IFRS consolidated financial statements as of December 31, 2025, including consolidated notes and consolidated management report
- Consolidated Corporate Governance Report pursuant to Section 243c of the Austrian Commercial Code (*UGB*)
- Proposal for the appropriation of profits for the 2025 fiscal year under agenda item 2
- Report of the Supervisory Board pursuant to Section 96 of the Austrian Stock Corporation Act (*AktG*)
- Fit & Proper Policy of November 2025
- Revised Compensation Policy
- Compensation Report 2025 dated April 2026
- Proposed resolutions pursuant to Section 108(1) of the Austrian Stock Corporation Act (*AktG*) regarding agenda items 2–10
- Disclosures pursuant to Section 270(1) in conjunction with (1a) of the Austrian Commercial Code (*UGB*) regarding Agenda Item 5
- Statement by the Supervisory Board members proposed under Agenda Item 9 and statement by the alternate Supervisory Board members proposed under Agenda Item 10 pursuant to Section 87(2) of the Austrian Stock Corporation Act (*AktG*) in conjunction with Section 46(3) of the Austrian Act on the Statute for a European Company (Societas Europaea – SE) (*SEG*), along with information on the professional backgrounds of these persons (including their current positions), as well as a statement by the Supervisory Board pursuant to Section 87(2a) of the Austrian Stock Corporation Act (*AktG*)
- Forms for granting and revoking a power of attorney in accordance with Section 114 Austrian Stock Corporation Act (*AktG*)
- Form for granting and revoking a power of attorney for Dr. Michael Knap / IVA pursuant to Section 114 of the Austrian Stock Corporation Act (*AktG*)
- Full text of this notice

**III. Notice regarding shareholders' rights  
(Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in  
conjunction with Sections 109, 110, 118, 119 of the Austrian Stock  
Corporation Act (AktG))**

**Request to add items to the agenda:** Pursuant to Section 109 of the Austrian Stock Corporation Act (*AktG*), shareholders whose shares together represent five percent of the share capital, and who can prove that they have held these shares for at least three months prior to submitting the request, may request in writing that items be added to the agenda of the Annual General Meeting and announced, provided that the request is received no later than the 21st day prior to the Annual General Meeting, i.e., no later than **May 18, 2026**, at the address Wiener Privatbank SE, Parkring 12, 1010 Vienna, for the attention of Mr. Johannes Kamath. Each proposed agenda item must be accompanied by a draft resolution and a statement of reasons. To prove shareholder status for bearer shares held in custody, it is sufficient to submit a securities account confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (*AktG*), confirming that the requesting shareholders have been uninterrupted holders of the shares for at least three months prior to the submission of the request and that the confirmation must not be older than seven days at the time of submission to the Company.

**Proposals for resolutions by shareholders:** Pursuant to Section 110 of the Austrian Stock Corporation Act (*AktG*), shareholders whose shares together amount to one percent of the share capital may submit proposals for resolutions in text or written form regarding any item on the agenda and may request that these proposals, together with the names of the shareholders concerned, the accompanying justification, and any comments from the Management Board or the Supervisory Board, be made available on the Company's website as registered in the Commercial Register, provided that this request is received by the Company no later than the seventh business day prior to the Annual General Meeting, i.e., no later than **May 27, 2026**, by mail at the address Wiener Privatbank SE, Parkring 12, 1010 Vienna, or by fax to +43 1 534 31-710, in each case addressed to Mr. Johannes Kamath. In the case of a proposal for the election of a member of the Supervisory Board, the statement by the proposed person pursuant to Section 87(2) of the Austrian Stock Corporation Act (*AktG*) shall take the place of the justification. The proposed resolution, but not its justification, must in any case also be drafted in German. To prove shareholder status for bearer shares held in custody, it is sufficient to submit a securities account confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (*AktG*), which must not be older than seven days at the time of submission to the Company.

**Right to Information:** Pursuant to Section 118 of the Austrian Stock Corporation Act (*AktG*), every shareholder is entitled to the right to information regarding the Company's affairs at the Annual General Meeting, to the extent necessary for the proper assessment of an agenda item. The right to information also extends to the Company's legal and business relationships with an affiliated company, as well as to the financial position of the Group (consolidated financial statements) and the companies included in the consolidated financial statements. Information may be withheld if, based on a reasonable business judgment, it is likely to cause significant harm to the company or an affiliated company, or if providing it would constitute a criminal offense. Furthermore, information may be withheld if it has been continuously accessible on the Company's website—as listed in the Commercial Register—in the form of questions and answers for at least seven days prior to the start of the Annual General Meeting.

Questions requiring a longer preparation time to answer may be submitted in writing to the Company well in advance of the Annual General Meeting to ensure the meeting proceeds efficiently.

**Shareholder motions pursuant to Section 119 of the Austrian Stock Corporation Act (*AktG*):** Every shareholder—regardless of the size of their shareholding—is entitled to submit motions at the Annual General Meeting regarding any item on the agenda. If multiple motions are submitted regarding a single agenda item, the Chairperson shall determine the order of voting in accordance with Section 119(3) of the Austrian Stock Corporation Act (*AktG*).

**Information on Shareholder Data Protection:** Wiener Privatbank processes personal data in accordance with applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, to enable shareholders to exercise their rights at the Annual General Meeting. Information regarding the processing of this data and data protection can be accessed on the Company's website at [www.wienerprivatbank.com](http://www.wienerprivatbank.com) or requested via the email address [datenschutz@wienerprivatbank.com](mailto:datenschutz@wienerprivatbank.com).

#### **IV. Eligibility to Participate and Record Date (Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Section 111 Austrian Stock Corporation Act (*AktG*))**

Pursuant to Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Section 111(1) Austrian Stock Corporation Act (*AktG*) and the Company's Articles of Association, eligibility to participate in the Annual General Meeting and to exercise shareholder rights to be asserted at the Annual General Meeting is determined by share ownership as of the end of the tenth day prior to the date of the Annual General Meeting (record date), i.e., by share ownership as of

**Friday, May 29, 2026, at midnight (Vienna time).**

Only those who are shareholders on this record date and can provide proof thereof to the Company are entitled to participate in the Annual General Meeting.

For bearer shares held in a securities account, proof of share ownership on the record date may be provided by submitting a securities account confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (*AktG*), which must be received by the Company no later than **June 2, 2026**, and may not be more than seven days old at the time of submission to the Company. The securities account confirmation must refer to the record date. The securities account confirmation must be issued by a custodian bank headquartered in a member state of the European Economic Area or in a full member state of the OECD and must contain the information specified in Section 10a(2) of the Austrian Stock Corporation Act (*AktG*). The securities account confirmation must be in writing. Securities account confirmations are accepted in German and English.

The confirmations must be sent to one of the following addresses:

**by mail:** Wiener Privatbank SE, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

**by email:** [anmeldung.wienerprivatbank@hauptversammlung.at](mailto:anmeldung.wienerprivatbank@hauptversammlung.at) (securities account confirmation as a PDF attachment with a qualified electronic signature in accordance with Section 4(1) of the Austrian Electronic Signatures Act (SVG))

**via SWIFT ISO 15022:** CPTGDE5WXXX (MT598 or MT599; please be sure to include ISIN AT0000741301 in the text); registration is not possible without the ISIN.

**via SWIFT ISO 20022:** ou=xxx, o=cptgde5w, o=swift – seev.003.001.10 or seev.004.001.10 (if applicable, seev.004.001.11; a detailed description is available at [www.wienerprivatbank.com](http://www.wienerprivatbank.com))

**Note:** Confirmations are also accepted **by fax:** +43 (0)1 8900 500 50.

## **V. Representation by Proxy (Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Sections 113 et seq. Austrian Stock Corporation Act (AktG))**

Any shareholder entitled to attend the Annual General Meeting has the right to appoint a natural or legal person as a proxy to attend the Annual General Meeting on the shareholder's behalf and to exercise the same rights as the shareholder whom that person represents. The Company itself or a member of the Supervisory Board or the Management Board may exercise voting rights as a proxy only to the extent that the shareholder has issued explicit instructions regarding the exercise of voting rights on the individual agenda items. The power of attorney must be granted to a specific person. The power of attorney must be granted at least in writing pursuant to Section 13(2) of the Austrian Stock Corporation Act (*AktG*); a revocation must also be in writing. For the granting of the power of attorney and its revocation, the forms provided on the Company's website as listed in the Commercial Register—which also allow for the granting of a limited power of attorney—must be used. The power of attorney or its revocation must be submitted to the Company and retained by it.

### **Option to appoint Dr. Michael Knap as proxy**

As a special service and in accordance with our corporate governance, Dr. Michael Knap of the Investors' Association ("*Interessenverband für Anleger*" – "*IVA*"), Feldmühlgasse 22, 1130 Vienna, Austria, is available to shareholders as an independent proxy to exercise voting rights in accordance with instructions at the Annual General Meeting: Tel. +43 1 8763343-30. The costs of proxy voting are borne by Wiener Privatbank SE. All other costs, in particular the shareholder's own bank charges for the securities account confirmation or postage costs, are to be borne by the shareholder.

The shareholder must provide Dr. Knap with instructions on how he (or, if applicable, a sub-proxy authorized by Dr. Knap) is to exercise the voting rights. Dr. Michael Knap exercises the voting rights exclusively on the basis of the instructions provided by the shareholder. Without explicit instructions, the power of attorney is invalid. Should a separate vote be held on an agenda item, any instruction provided in this regard applies accordingly to each individual sub-item. Please note that the proxy

holder does not accept instructions regarding requests to speak, objections to resolutions of the Annual General Meeting, or the submission of questions or motions. **Please note that a separate power of attorney form must be used to authorize Dr. Michael Knap, which is available on the Company's website as listed in the Commercial Register.**

Please submit the power of attorney or its revocation either upon registration at the entrance to the Annual General Meeting or in advance as follows:

**by mail:** Wiener Privatbank SE, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

**by email:** [knap.wienerprivatbank@hauptversammlung.at](mailto:knap.wienerprivatbank@hauptversammlung.at) (power of attorney as a PDF attachment)

**via SWIFT ISO 15022:** CPTGDE5WXXX (MT598 or MT599; please be sure to include the ISIN AT0000741301 in the message text); registration is not possible without an ISIN; however, the power of attorney or its revocation must be received by 3:00 p.m. on June 5, 2026, via the aforementioned communication channels.

**via SWIFT ISO 20022:** ou=xxx,o=cptgde5w, o=swift – seev.003.001.10 or seev.004.001.10 (if applicable, seev.004.001.11; a detailed description is available at [www.wienerprivatbank.com](http://www.wienerprivatbank.com))

**Note:** A power of attorney or its revocation is also accepted **by fax:** +43 (0)1 8900 500 50.

If the shareholder has granted a power of attorney to the credit institution managing their securities account, it is sufficient for that institution to submit, in addition to the securities account confirmation, a statement confirming that a power of attorney has been granted to it.

Shareholders are advised that even when granting a power of attorney, they must still meet the eligibility requirements described under "Eligibility to Participate and Record Date (Section 111 Austrian Stock Corporation Act (*AktG*))."

## **VI. Total number of shares and voting rights at the time of the notice (Art. 53 Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Section 106(9) Austrian Stock Corporation Act (*AktG*))**

As of the date of the notice convening the Annual General Meeting, the Company's share capital amounts to EUR 11,360,544.15 and is divided into 5,004,645 no-par value shares, each of which represents an equal share of the share capital. Each no-par value share entitles the holder to one vote at the Annual General Meeting. As of Friday, May 08, 2026, at the close of trading on the Vienna Stock Exchange, the Company did not hold any treasury shares, meaning that there are currently 5,004,645 voting rights.

To ensure a smooth admission process, shareholders are requested to arrive at the venue of the Annual General Meeting well in advance of the start of the meeting and

to bring an official photo ID (passport, driver's license, or national ID card) for identification purposes.

Admission for the distribution of voting cards begins at 9:00 a.m. Vienna time at the **Hotel Palais Coburg Residenz, Coburgbastei 4, 1010 Vienna.**

The Company reserves the right to verify the identity of persons attending the meeting. If identity verification is not possible, admission may be denied.

Vienna, May 2026

The Board of Directors  
of Wiener Privatbank SE