

2009

CORPORATE GOVERNANCE REPORT



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BAWAG
PSK

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PREFACE BY THE CHAIRMAN OF THE MANAGING BOARD



Dear Ladies and Gentlemen,

This is BAWAG P.S.K.'s first Corporate Governance Report, and it is intended to demonstrate that our Bank attaches great importance to the issue of corporate governance.

In 2006 BAWAG P.S.K. made a voluntary commitment to apply the Austrian Code of Corporate Governance. Because the Code is mainly geared towards listed companies, the provisions pertaining to a stock exchange listing are not applicable.

In addition, compliance with the Code is verified in an external evaluation performed by Deloitte and by Fellner, Wratzfeld & Partner Rechtsanwälte GmbH (for the questions regarding the auditor). The evaluation is performed using the questionnaire prepared by the Austrian Working Group for Corporate Governance, which is included in this report. As in previous years, all rules to the extent that such rules were included in BAWAG P.S.K.'s formal obligation and taking the Bank's closed shareholder structure into account were observed in financial year 2009.

This voluntary self-regulatory measure is intended to further strengthen the confidence of the Bank's customers and its employees.

This Corporate Governance Report was prepared in accordance with Annex 2 of the Austrian Code of Corporate Governance, which lists the information which is legally required in the Corporate Governance Report and information required by the code's C-rules (rules that should be complied with; deviations from these rules must be explained and justified).

I would like to take this opportunity to thank everyone who helped to prepare this report, and I hope to receive your continued support in the future.

Sincerely,
Byron Haynes

A handwritten signature in blue ink, appearing to read 'B. Haynes', written in a cursive style.

1. MANDATORY INFORMATION IN THE CORPORATE GOVERNANCE REPORT

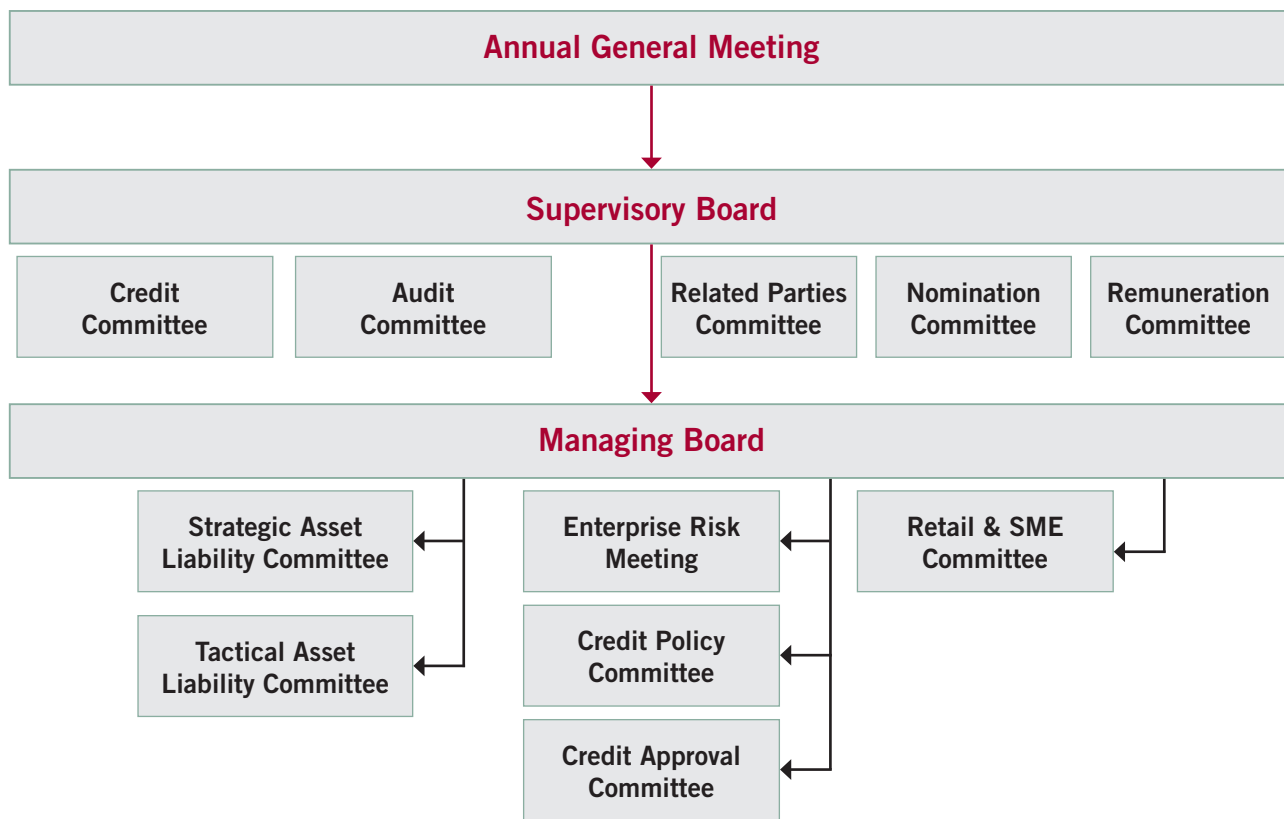
1.1. BAWAG P.S.K.'s Code of Corporate Governance

Although BAWAG P.S.K. shares are not listed on the stock exchange, the Bank's Managing Board and Supervisory Board have decided to adopt and adhere to the rules contained in the Austrian Code of Corporate Governance (as amended).

BAWAG P.S.K.'s declaration of commitment can be viewed on the Bank's web site (www.bawagpsk.com) under "Investor Relations". Here you will also find all deviations from the Austrian Code of Corporate Governance along with explanations as to why these deviations occurred.

1.2. Corporate Governance Structure

The Corporate Governance Structure at BAWAG P.S.K. is as follows:



2. MANAGING BOARD

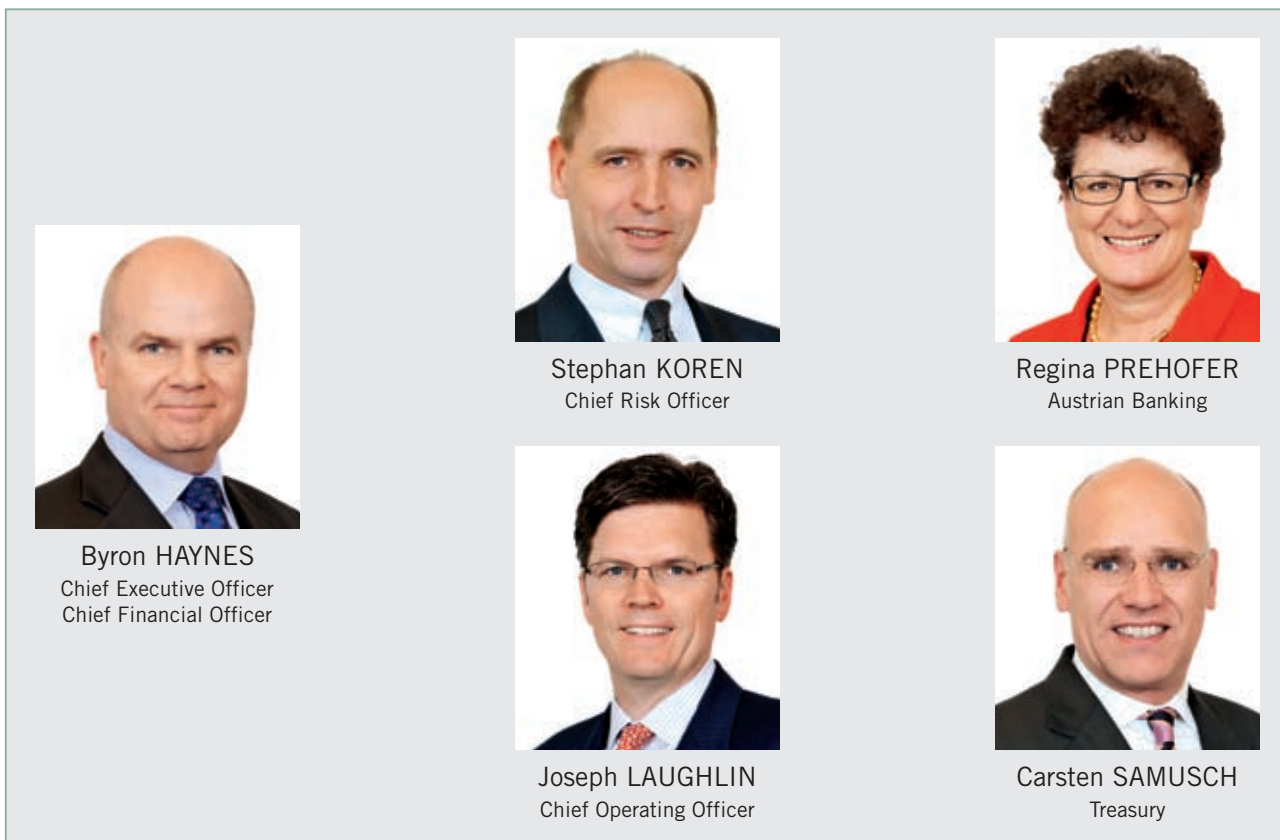
2.1. Composition

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2.1.1. Managing Board Members

At the beginning of 2009, the Managing Board consisted of six members, and was reduced to five members after the resignation of Chairman David Roberts.

As of 31 December 2009, the Bank's Managing Board was composed of the following individuals:



David Roberts, Chairman of the Managing Board, announced at the end of August 2009 that he would be resigning from the Bank for health reasons on 15 September 2009. Byron Haynes, who has been a member of the Managing Board since August 2008, was named as his successor. In addition to his function as the Chief Executive Officer, Byron Haynes will be retaining his responsibilities as the Bank's Chief Financial Officer. Stephan Koren remains Deputy Chairman of the Board.

MANAGING BOARD of BAWAG P.S.K. as at 31.12.2009

| Name | Function | Year of birth | Date of first appointment | End of current function period |
|-----------------|-----------------|----------------------|----------------------------------|---------------------------------------|
| Byron HAYNES | Chairman | 1966 | 01.08.2008 | Annual General Meeting 2011* |
| Stephan KOREN | Deputy Chairman | 1957 | 01.10.2005 | Annual General Meeting 2011* |
| Joseph LAUGHLIN | Member | 1964 | 13.08.2007 | 31.12.2009 |
| Regina PREHOFER | Member | 1956 | 15.09.2008 | Annual General Meeting 2011* |
| Carsten SAMUSCH | Member | 1964 | 13.08.2007 | 31.05.2010 |

* Until the end of the Annual General Meeting deciding on the 2010 annual financial statements.

After Joseph Laughlin resigned on 31 December 2009, Sanjay Sharma became a member of the Managing Board and Chief Operating Officer:



2.1.2. Allocation of Duties in the Managing Board

As of the end of January 2010, duties were allocated as follows in the Managing Board:

| Byron HAYNES | Managing Board |
|--|--|
| Chief Executive Officer Chief Financial Officer | |
| Participations | Compliance Office |
| Accounting | Internal Audit |
| Controlling | |
| Corporate Office | |
| International Corporates | |
| Business Development | |
| Development & Communications | |
| Program & Project Management | |
| Strategy & Development | |
| Stephan KOREN | Regina PREHOFER |
| Chief Risk Officer | Austrian Banking |
| Corporate & Institutional Risk | Direct Sales |
| Special Projects | Internet & Telephone Service Center |
| Credit Risk Retail & SME | Corporate Business Solutions |
| Operational Risk | Corporate Sales |
| Workout Group | Institutional Customers & Public Finance |
| Market Risk | Marketing & Products |
| Personnel | Retail Sales |
| Legal | Alternative Sales |
| Risk Reporting | BAWAG Branches |
| Economics & Research | Financial Distribution Post Center & Regional Branches |
| | Financial Distribution Post Standard Branches & Loans |
| | Small Business |
| | Mobile Sales |
| | Retail Services |

| Carsten SAMUSCH | Sanjay SHARMA |
|----------------------------|---|
| Treasury | Chief Operating Officer |
| Asset Liability Management | Payments Operation |
| Treasury Controlling | Real Estate & Facility Management |
| Treasury Investments | Information Technology |
| Treasury Markets | Business Continuity Planning |
| Retail & Funding | Customer Service Center |
| | Operations |
| | Commercial Operations Center |
| | Retail & Small Business Operations Center |
| | Treasury Operations |
| | Central Procurement |

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2.1.3. Supervisory Board Appointments and Comparable Functions

The following describes the supervisory board appointments and comparable functions of Managing Board members at companies outside the Group. Members not listed in the following do not have any functions at companies outside the Group.

| Stephan KOREN | |
|--|----------------------------|
| Company name | Function |
| Austria Wirtschaftsservice Gesellschaft mit beschränkter Haftung | Supervisory board chairman |
| Omnimedia Werbegesellschaft m.b.H. | Supervisory board chairman |
| Österreichische Kontrollbank AG | Supervisory board member |
| Telekom Austria AG | Supervisory board member |
| Wiener Stadtwerke Holding AG | Supervisory board member |
| Bausparkasse Wüstenrot AG | Supervisory board member |
| BWA Beteiligungs- und Verwaltungs-Aktiengesellschaft | Supervisory board member |

Stephan KOREN had more than four supervisory board appointments at companies outside the Group in 2009. However, his functions at Bausparkasse Wüstenrot AG and BWA Beteiligungs- und Verwaltungs-Aktiengesellschaft were both related to the Wüstenrot group, which is expected to be restructured in 2011. As soon as the restructuring process is complete, the number of appointments will decrease by one.

| Regina PREHOFER | |
|--------------------------|--------------------------|
| Company name | Function |
| CA Immobilien Anlagen AG | Supervisory board member |
| DCM DECOmetal GmbH | Supervisory board member |

| Carsten SAMUSCH | |
|----------------------------------|--------------------------|
| Company name | Function |
| Oesterreichische Clearingbank AG | Supervisory board member |
| Wiener Börse AG | Supervisory board member |
| CEESEG Aktiengesellschaft | Supervisory board member |

2.1.4. Managing Board Committees

The Rules of Procedure of the Managing Board define the responsibilities and tasks of this board. According to these Rules of Procedure, the Managing Board has the right to form committees and to issue statutes for these committees. The following executive committees have been formed:

- ▶ the Enterprise Risk Meeting for managing risk for the entire Bank,
- ▶ the Credit Policy Committee, which focuses on credit guidelines and strategies,
- ▶ the Credit Approval Committee, which decides on financing agreements above a certain amount,
- ▶ the strategic Asset Liability Committee, which deals with strategic capital and liquidity planning issues,
- ▶ the Tactical Asset Liability Committee, and
- ▶ the Retail & SME Committee.

The Bank also employs a series of additional non-executive committees. These include:

- ▶ the Exposure Review Committee, which was set up in 2009 for the ongoing analysis of certain credit exposures,
- ▶ the Capital Management Meeting, which monitors the development of the regulatory capital ratios and the changes in the risk-weighted assets, and
- ▶ the Capital Expenditure Committee, which decides on investments above a certain amount.

3. SUPERVISORY BOARD

3.1. Composition of the Supervisory Board

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3.1.1. Supervisory Board Members

As of 31 December 2009, the following individuals were members of BAWAG P.S.K.'s Supervisory Board:

SUPERVISORY BOARD of BAWAG P.S.K. as at 31.12.2009

| Name | Function | Year of birth | Date of first appointment | End of current function period |
|-----------------------|--------------------------------|---------------|---------------------------|--------------------------------|
| Cees MAAS | Member Chairman | 1947 | 27.07.2009 16.10.2009 | Annual General Meeting 2011* |
| Pieter KORTEWEG | Member Deputy Chairman | 1941 | 27.08.2007 15.12.2009 | Annual General Meeting 2011* |
| Rudolf JETTMAR | Member | 1947 | 15.05.2007 | Annual General Meeting 2011* |
| Marius JONKHART | Member | 1950 | 18.07.2007 | Annual General Meeting 2011* |
| Scott PARKER | Member | 1967 | 14.12.2009 | Annual General Meeting 2011* |
| Ingrid STREIBEL-ZARFL | Delegated by the Works Council | 1959 | 01.10.2005 | |
| Brigitte JAKUBOVITS | Delegated by the Works Council | 1957 | 01.10.2005 | |
| Beatrix PRÖLL | Delegated by the Works Council | 1958 | 01.10.2005 | |

* Until the end of the Annual General Meeting deciding on the 2010 annual financial statements.

The following Supervisory Board members stepped down from their posts in 2009:

Members who left the Supervisory Board in 2009

| Name | Function | End of function |
|-----------------------|-----------------|-----------------|
| Wulf von SCHIMMELMANN | Chairman | 15.10.2009 |
| Daniel E. WOLF | Deputy Chairman | 14.12.2009 |
| Mike ROSSI | Member | 16.07.2009 |

Mike Rossi stepped down from the Supervisory Board in July 2009. Subsequently, Cees Maas, formerly chief financial officer, chief risk officer and deputy managing board chairman of ING Group NV, was appointed to the Supervisory Board of BAWAG P.S.K. on 27 July 2009.

After Supervisory Board Chairman Wulf von Schimmelmann stepped down on 15 October 2009 due to obligations in connection with his appointment as chairman of the supervisory board of Deutsche Post AG in January 2009, Cees Maas was elected as Chairman in his place.

After Deputy Chairman Dan Wolf announced his resignation from the Supervisory Board in December, Scott Parker was appointed to the Board effective 15 December. Pieter Korteweg was appointed as the new Deputy Chairman.

3.1.2. Independence of Supervisory Board Members

According to annex 1 “Guidelines for Independence” of the Corporate Governance Codex, a member of the supervisory board shall be deemed as independent if said member does not have any business or personal relations with the company or its managing board that constitute a material conflict of interests and is therefore suited to influence the behaviour of the member. The supervisory board shall also follow the guidelines below when defining the criteria for the assessment of the independence of a member of the supervisory board:

- ▶ The supervisory board member shall not have served as member of the managing board or as a management-level staff of the company or one of its subsidiaries in the past five years.
- ▶ The supervisory board member shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the member of the supervisory board. This shall also apply to relationships with companies in which a member of the supervisory board has a considerable economic interest, but not for exercising functions in the bodies of the group. The approval of individual transactions by the supervisory board pursuant to L Rule 48 does not automatically mean the person is qualified as not independent.
- ▶ The supervisory board member shall not have acted as auditor of the company or have owned a share in the auditing company or have worked there as an employee in the past three years.
- ▶ The supervisory board member shall not be a member of the managing board of another company in which a member of the managing board of the company is a supervisory board member.
- ▶ A supervisory board member may not remain on the supervisory board for more than 15 years. This shall not apply to supervisory board members who are shareholders with a direct investment in the company or who represent the interests of such a shareholder.
- ▶ The supervisory board member shall not be closely related (children, spouses, life partners, parents, uncles, aunts, siblings, nieces, nephews) to a member of the managing board or to persons who hold one of the aforementioned positions.

C 53 According to their own accounts, the following members are regarded as independent:

| Independence of Supervisory Board members | |
|--|--------------------|
| Name | Independent |
| Cees MAAS | YES |
| Pieter KORTEWEG | YES |
| Rudolf JETTMAR | NO |
| Marius JONKHART | YES |
| Scott PARKER | NO |

| Members who left the Supervisory Board in 2009 | |
|---|-----|
| Wulf von SCHIMMELMANN | YES |
| Daniel E. WOLF | NO |
| Mike ROSSI | YES |

C 54 3.1.3. Independent Members at Companies with Shares in Free Float

Since none of BAWAG P.S.K.'s shares are in free float, this rule does not apply.

C 58 3.1.4. Supervisory Board Appointments and Comparable Functions

The following describes the supervisory board appointments and comparable functions of Supervisory Board members at listed companies in Austria and abroad. Members not listed in the following do not have any functions at listed companies.

| Cees MAAS | |
|-----------------------------------|------------------------|
| Name of the listed company | Function |
| Aozora Bank, Ltd. | Non-executive director |

| Rudolf JETTMAR | |
|-----------------------------------|-----------------------|
| Name of the listed company | Function |
| Österreichische Post AG | Managing board member |

| Marius JONKHART | |
|-----------------------------------|------------------------|
| Name of the listed company | Function |
| AerCap Holdings NV | Non-executive director |
| Aozora Bank, Ltd. | Non-executive director |

| Pieter KORTEWEG | |
|-----------------------------------|-----------------|
| Name of the listed company | Function |
| AerCap Holdings NV | Chairman |

3.1.5. Supervisory Board Activity Report

The Supervisory Board held six meetings in 2009.

The development of the Bank's business and its capital was discussed at each meeting. In addition, current reports were given about progress in the distribution of participation capital to the Republic of Austria. The meeting in April focused on explaining and discussing the Bank's financial statements for 2008.

The Supervisory Board was also informed on a regular basis about the Bank's position on the market and about possible effects of changes in legal regulations and personnel matters. The issues discussed also included the progress made in connection with the findings of the management letter, the approval of the updated Code of Corporate Governance and the revision of the Rules of Procedure for the Supervisory Board and the Managing Board.

3.1.6. Supervisory Board Committees

The Supervisory Board has set up the following committees:

- ▶ Audit Committee
- ▶ Credit Committee
- ▶ Related Parties Special Audit Committee
- ▶ Nomination Committee
- ▶ Remuneration Committee

The following section describes the composition and the activities of the individual committees.

3.1.6.1. Audit Committee

C 39 3.1.6.1.1. Composition

This committee is made up of the following individuals:

| Audit Committee | Function |
|------------------------|--------------------------------|
| Marius JONKHART | Chairman |
| Scott PARKER | Deputy Chairman |
| Rudolf JETTMAR | Member |
| Cees MAAS | Member |
| Ingrid STREIBEL-ZARFL | Delegated by the Works Council |
| Brigitte JAKUBOVITS | Delegated by the Works Council |

C 34 3.1.6.1.2. Decision-Making Powers

The most important functions of the Audit Committee are the evaluation of and preparations for the official approval of the annual financial statements (consolidated financial statements) of BAWAG P.S.K., the proposal for the appropriation of profits, the management report, and the corporate governance report as well as the evaluation of the effectiveness of the Bank's internal control system. The committee is also responsible for ensuring compliance with the official public disclosure requirements. The Audit Committee's evaluation of the internal control system includes the risk management system, and the committee is responsible for nominating a financial auditor for the Bank's financial statements. The audit programme, the annual audit schedule and reports on the activities of the Internal Audit division are all submitted to the Audit Committee.

C 39 3.1.6.1.3. Activity Report 2009

The Audit Committee held six meetings in 2009.

The meetings in February and April focused on the audit of the Bank's annual financial statements. The semi-annual report was the main topic of the meeting in August. In October, the committee discussed the recommendation for the appointment of the auditor, among other things.

The Internal Audit division presented a current report at four of the meetings. In addition, the annual audit schedules of the Internal Audit division and the Compliance Office were discussed.

The meetings also regularly include reports about current business developments as well as valuation issues and risk reports. An additional topic was the structured credit book, including ongoing measures to minimise risk.

The auditors were present at all of the meetings and were constantly involved in the discussions.

3.1.6.2. Credit Committee

C 39 3.1.6.2.1. Composition

This committee has the following members:

| Credit Committee | Function |
|-----------------------|--------------------------------|
| Cees MAAS | Chairman |
| Marius JONKHART | Member |
| Rudolf JETTMAR | Member |
| Ingrid STREIBEL-ZARFL | Delegated by the Works Council |
| Beatrix PRÖLL | Delegated by the Works Council |

C 34 3.1.6.2.2. Decision-Making Powers

The Credit Committee is responsible for the approval of loans and other forms of financing and credit (especially but not limited to credit derivatives and securitised assets) to individual borrowers or groups of associated customers in the case of exposures that equal 10 per cent or more of the Bank's eligible own funds. A report is submitted to the Supervisory Board at least once a year about the major investments that are approved.

The Credit Committee is also responsible for making decisions regarding transactions with management and related parties, with the exception of approving legal transactions with Managing Board and Supervisory Board members. The approval for certain legal transactions or types of legal transactions can be granted in advance for a period of one year. A report about each of these legal transactions and each of these loans and advances must be made to the Supervisory Board at least once a year.

The Credit Committee is also responsible for approving material credit policies (e.g. new business segments) and advising the Managing Board on basic credit risk policy issues according to an arrangement made with the Board.

C 39 3.1.6.2.3. Activity Report 2009

The Credit Committee held five meetings in 2009, and a number of decisions were made in circular resolutions.

In addition to decisions about loan applications, the Credit Committee also dealt with general credit risk topics. For example, limits for specific industries were one of the focuses of the meeting in October. The meetings also regularly include reports about the development of the Bank's credit portfolio as well as major investments.

3.1.6.3. Related Parties Special Audit Committee

C 39 3.1.6.3.1. Composition

The following individuals are members of this committee:

| Related Parties Committee | Function |
|----------------------------------|--------------------------------|
| Marius JONKHART | Chairman |
| Cees MAAS | Deputy Chairman |
| Pieter KORTEWEG | Member |
| Rudolf JETTMAR | Member |
| Ingrid STREIBEL-ZARFL | Delegated by the Works Council |
| Brigitte JAKUBOVITS | Delegated by the Works Council |

C 34 3.1.6.3.2. Decision-Making Powers

The Related Parties Special Audit Committee reviews all financing commitments and transactions above a certain amount involving shareholders of related companies. The Related Parties Special Audit Committee is intended to ensure transparency in all transactions involving the Bank's shareholders.

C 39 3.1.6.3.3. Activity Report 2009

In 2009 there was one meeting of the Related Parties Special Audit Committee, where a circular resolution regarding a credit transaction was discussed in detail. This circular resolution was the only one made in 2009.

3.1.6.4. Nomination Committee

C 39 3.1.6.4.1. Composition

This committee has the following members:

| Nomination Committee | Function |
|-----------------------------|--------------------------------|
| Cees MAAS | Chairman |
| Scott PARKER | Deputy Chairman |
| Pieter KORTEWEG | Member |
| Ingrid STREIBEL-ZARFL | Delegated by the Works Council |
| Brigitte JAKUBOVITS | Delegated by the Works Council |

C 34 3.1.6.4.2. Decision-Making Powers

The Nomination Committee deals with selecting suitable candidates for Managing Board posts and preparations for nomination when existing members will be stepping down.

C 39 3.1.6.4.3. Activity Report 2009

The Nomination Committee held three meetings in 2009, and a number of decisions were made in circular resolutions.

The nomination of Byron Haynes as the new CEO of BAWAG P.S.K. following David Roberts' resignation was approved at the meeting on 28 August 2009.

At the meeting in December, the mandates of Managing Board members and other matters were discussed.

The circular resolutions pertained mainly to new functions of Managing Board members and the nomination of Sanjay Sharma as a member of the Managing Board and Chief Operating Officer effective 1 January 2010 – as a result of Joseph Laughlin's resignation.

3.1.6.5. Remuneration Committee

C 39 3.1.6.5.1. Composition

The following individuals are members of this committee:

| Remuneration Committee | Function |
|-------------------------------|-----------------|
| Cees MAAS | Chairman |
| Pieter KORTEWEG | Deputy Chairman |
| Scott PARKER | Member |

C 34 3.1.6.5.2. Decision-Making Powers

The Remuneration Committee deals with relationships between the Bank and the members of the Managing Board. For example, it decides the performance targets for the Managing Board and also the remuneration paid to and contracts signed with the members of the Managing Board. The Remuneration Committee is also responsible for approving transactions with members of the Supervisory Board and Managing Board.

C 39 3.1.6.5.3. Activity Report 2009

The Remuneration Committee held three meetings in 2009, where it discussed the performance targets for the Managing Board members as well as current contracts and remuneration.

C 58 **3.1.7. Presence of Supervisory Board Members at Meetings**

The Chairman of the Supervisory Board Wulf von Schimmelmann was present in person at all Supervisory Board meetings, and the Deputy Chairman Daniel E. Wolf took part in all meetings via either video or telephone conference.

Four Supervisory Board members were present in person or via telephone conference at all Supervisory Board meetings and at all meetings of committees of which they are members. All other Supervisory Board members were present at more than three-fourths of the meetings.

At least one state commissioner was present in person at all Supervisory Board meetings and committee meetings.

C 49 **3.1.8. Contracts Requiring Approval**

According to the declaration of commitment, the information indicated is not included in the annual report because this information is known to the current owner by way of the Supervisory Board.

4. INFORMATION ABOUT THE REMUNERATION OF THE MANAGING BOARD AND SUPERVISORY BOARD

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C 31
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At the meeting in October 2009, the Supervisory Board decided to follow the recommendation of the Managing Board and to publish only the aggregate figures for the remuneration paid to the Supervisory Board and Managing Board.

Expenses for remuneration paid to active members of the Managing Board during the financial year came to EUR 6,662 thousand. No bonuses were paid to members of the Managing Board for 2009.

The remuneration scheme for Supervisory Board members approved at the Annual General Meeting stipulates that the Chairman of the Supervisory Board shall receive EUR 60,000 per calendar year, the Deputy Chairman shall receive EUR 40,000 per calendar year and the members of the Supervisory Board selected at the Annual General Meeting shall each receive EUR 30,000 per calendar year. The chairmen of the Credit and Audit Committees each receive EUR 20,000 and all other members of the Credit and Audit Committees each receive EUR 10,000. Remuneration of members of the Supervisory Board came to EUR 308 thousand.

BAWAG P.S.K. does not have a stock option plan. There is a long-term incentive plan.

The principles applied at BAWAG P.S.K., in particular the criteria for profit sharing, are not disclosed to the public.

The ratio of fixed to performance-based components of the total remuneration of the Managing Board is not disclosed to the public.

Five members of the Managing Board had a post-employment benefit arrangement as of 31 December 2009. Provisions were formed on the balance sheet for direct benefit obligations. The pension claims of Managing Board members were shifted to a pension fund for the most part.

The principles of the company pension scheme applied for the Managing Board at BAWAG P.S.K. and its requirements are not disclosed to the public.

The principles for entitlements and claims by the Managing Board in the case of the termination of a function are not disclosed to the public.

BAWAG P.S.K. has D&O insurance.

5. REPORT ABOUT THE EXTERNAL EVALUATION

Bericht über die Evaluierung der Einhaltung des österreichischen Corporate Governance Kodex Fassung Jänner 2009 durch BAWAG P.S.K. im Geschäftsjahr 2009

Obwohl die Aktien der BAWAG P.S.K. nicht an der Börse notieren, haben sich Vorstand und Aufsichtsrat der Gesellschaft entschlossen, die Regeln des österreichischen Corporate Governance Kodex („ÖCGK“) in der jeweiligen Fassung zu übernehmen und anzuwenden. Die Präambel des ÖCGK beinhaltet eine Empfehlung zur Durchführung einer freiwilligen externen Evaluierung der Einhaltung der Regeln des ÖCGK.

Die BAWAG P.S.K. folgt dieser Empfehlung, weshalb uns der Vorstand der BAWAG P.S.K. beauftragt hat, die Einhaltung der Regeln des ÖCGK 2009 durch die BAWAG P.S.K. im Geschäftsjahr 2009 zu beurteilen („Evaluierung“), soweit sich diese nicht auf die Abschlussprüfung bezieht. Ziel der Evaluierung ist es, der Öffentlichkeit ein Bild über die Einhaltung der Corporate Governance Grundsätze durch die BAWAG P.S.K. zu geben.

Unsere Evaluierung basiert auf mündlichen Auskünften von Vertretern und Mitarbeitern der BAWAG P.S.K. und stichprobenartiger Einsicht in Dokumente. Die Evaluierung erfolgte auf der Grundlage des vom österreichischen Arbeitskreis für Corporate Governance erstellten Fragebogens zur Bewertung der Einhaltung des österreichischen Corporate Governance Kodex. Entsprechend den Erläuterungen im ÖCGK bleiben Sonderregelungen für Banken von den ÖCGK-Regeln unberührt, weshalb bei der Überprüfung der Einhaltung der Regeln des ÖCGK bei einer Bank, diese Sonderregelungen jenen des ÖCGK vorgehen.

Unseres Erachtens hat die BAWAG P.S.K. die von uns zu beurteilenden Regeln des ÖCGK 2009 im Geschäftsjahr 2009 – soweit diese von der Verpflichtungserklärung der BAWAG P.S.K. umfasst waren – und unter Berücksichtigung der Besonderheit einer geschlossenen Aktionärsstruktur eingehalten. Im Corporate Governance Bericht der BAWAG P.S.K. angeführte Ausnahmen sind die Frage 31 (Angabe der Vergütungen der Vorstandsmitglieder nur aggregiert) und Frage 39/2 (auch in dringenden Fällen entscheidet der gesamte Aufsichtsrat). Einige Regelungen waren auf die BAWAG P.S.K. im Evaluierungszeitraum nicht anwendbar.

Die Bestätigung über die Einhaltung der Regeln des ÖCGK richtet sich ausschließlich an die BAWAG P.S.K. Dritte können daraus keinerlei Rechte ableiten. Insbesondere sind die Ergebnisse unserer Evaluierung nicht als Anlageempfehlung zu verstehen und sollen bei Entscheidungen über Vertragsabschlüsse mit der BAWAG P.S.K. außer Betracht bleiben.

Wien, am 09. März 2010

Deloitte Audit Wirtschaftsprüfungs GmbH


Dr. Peter Bitzyk
Wirtschaftsprüfer


p.p.a. Mag. Wolfgang Wurm
Wirtschaftsprüfer

ZUSAMMENFASSENDE BEURTEILUNG

der Einhaltung des Corporate Governance Codex durch die BAWAG P.S.K.

Wir wurden von der BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft („BAWAG P.S.K.“) beauftragt, die freiwillige Evaluierung der Einhaltung des Österreichischen Corporate Governance Kodex in der Fassung der Verpflichtungserklärung vom 15.10.2009 bezüglich der Pflichten betreffend den Abschluss- und Bankprüfer (Regeln 77 bis 83) durchzuführen. Im Einzelnen handelt es sich hierbei um die Regeln bezüglich

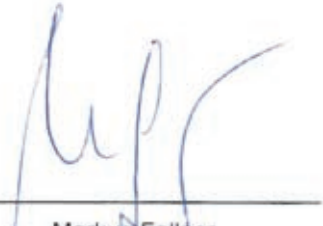
- ▶ der Prüfung des Jahresabschlusses;
- ▶ der Erstattung eines Management Letters durch den Abschlussprüfer und dessen interne Behandlung und
- ▶ der Evaluierung der Funktionsfähigkeit des Risikomanagements durch den Abschlussprüfer.

Grundlage für die Evaluierung war der „Fragebogen für die freiwillige externe Evaluierung der Einhaltung des österreichischen Corporate Governance Kodex“, herausgegeben vom Österreichischen Arbeitskreis für Corporate Governance. Abgefragt werden hierbei die C-Regeln des Corporate Governance Kodex nach dem Prinzip „Comply or Explain“, dem zufolge die Nichteinhaltung von Regeln keine Verletzung des Kodex darstellt, wenn die Abweichung zufrieden stellend begründet wird. Die Evaluierung erfolgte anhand von Unterlagen, die uns von der BAWAG P.S.K. sowie von Deloitte Audit Wirtschaftsprüfungs GmbH zur Verfügung gestellt wurden.

Da es sich um eine freiwillige Evaluierung handelt, richten sich die Ergebnisse ausschließlich an die BAWAG P.S.K. Dritte können aus der Evaluierung keinerlei Rechte ableiten; insbesondere ist die Evaluierung nicht als Anlageempfehlung zu betrachten.

Unseres Erachtens entspricht die *BAWAG P.S.K.* den C-Regeln des Corporate Governance Kodex in der Fassung der Verpflichtungserklärung vom 15.10.2009 bezüglich der Pflichten betreffend Abschluss- und Bankprüfer (Regeln 77 bis 83). Geringfügige Abweichungen von den Regeln ergeben sich aus den Besonderheiten des Bankbetriebes und werden entsprechend erläutert.

Wien, am 15. März 2010



Markus Fellner
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6. CONTACT INFORMATION FOR QUESTIONS ABOUT THE REPORT AND ITS CONTENTS

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