



Corporate Governance

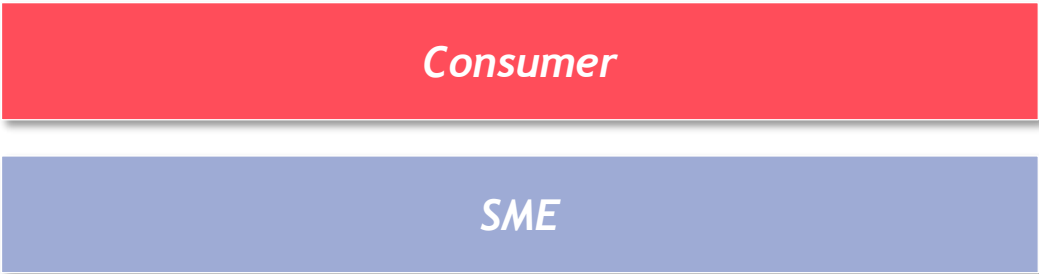
June 2023

Addiko Bank

Overview of Addiko

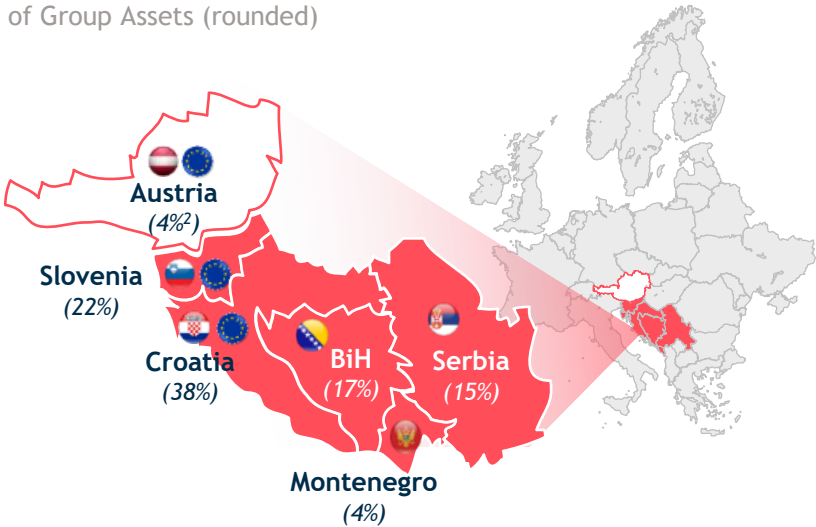
- ✓ Fully licensed bank with HQ in Austria, focused 100% on Central and South Eastern Europe
- ✓ Addiko Bank AG is regulated by the Austrian Financial Market Authority (“FMA”)¹ and by the European Central Bank (“ECB”)
- ✓ Pan-regional platform focused on growth in Consumer and SME lending
- ✓ Listed on the Vienna Stock exchange on 12 July 2019, admitted to ATX Prime on 15 July 2019 (19.5mn shares)

Repositioned as a focused CSEE specialist lender



Operating as one region - one bank

YE22, % of Group Assets (rounded)



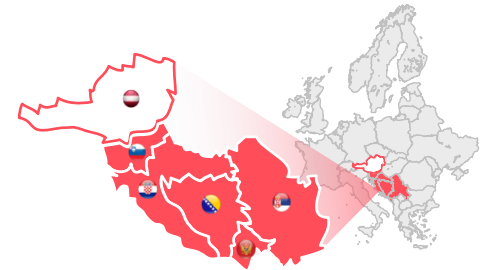
YE22

| | | | |
|---|---|--------------------------------------|--|
| ~0.8mn <i>Customers</i> | 154 <i>Branches</i> | €6.0bn <i>Total Assets</i> | 65%-35% <i>EU vs. EU accession asset split³</i> |
| €3.4bn <i>Loans and Receivables</i> | €5.0bn <i>Customer Deposits</i> | €746mn <i>Equity</i> | Ba1_(cr)/NP_(cr) <i>Counterparty Risk Assessment issued by Moody's</i> |

¹ Finanzmarktaufsicht Österreich.
² Includes total assets from Holding (€1,143mn) and consolidation/recon. effects of (-€881mn).
³ EU is calculated based on sum of total assets from Slovenia, Croatia and Holding (incl. consolidation). EU accession is calculated based on sum of total assets from Bosnia & Herzegovina, Serbia and Montenegro.

Strategic pillars

Near term - key insights



CSEE Pure-Play

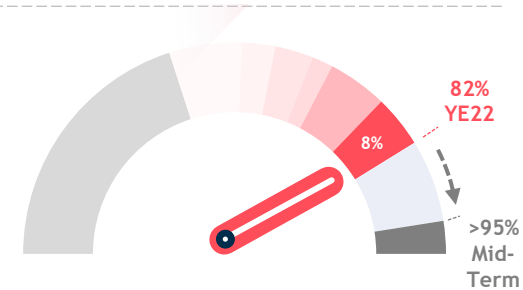
Competitive specialist strategy in our market for our focus segments **Consumer & SME**

- CSEE with higher growth compared mature markets
- Still underserved niches

Loan Book Transformation & Digital

Transformation of our balance sheet to generate value in the long term by **clear focus** and **leading digital operations**

- Growth in focus business
- Capital generation potential via faster non-focus reduction despite short-term income impact



Prudent Risk Approach

Drive growth prudently by using **advanced risk-management tools** as part of our **modern digital platform**

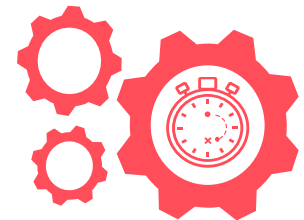
- Risk adjusted income remains key in growth strategy
- Apply digital risk tools across Consumers and SMEs



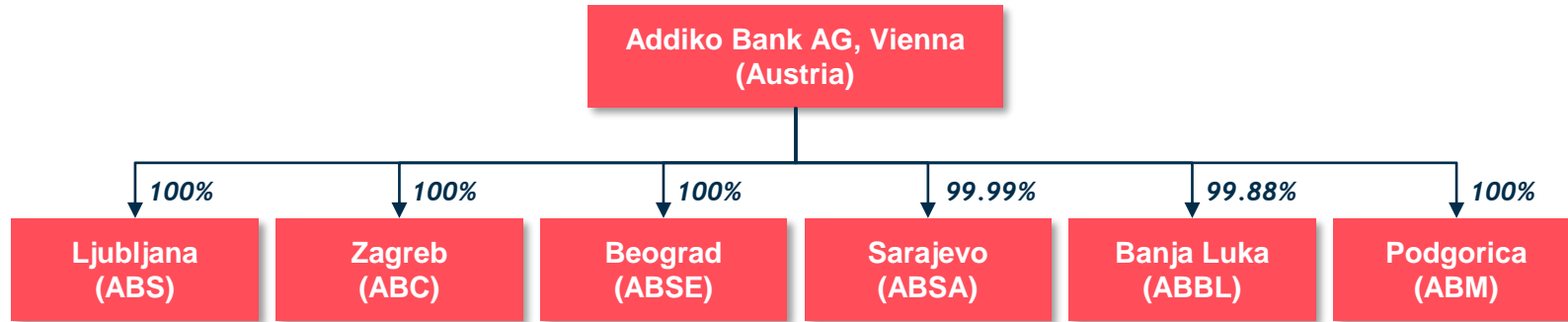
Efficiency Push

Continued commitment to reduce costs in our transformation process

- Sizeable OPEX reduction at early stage of transformation
- Extraordinary EUR implementation costs in Croatia during 2022/23



Overview of Addiko entities



Operating model



Core central functions: reducing costs via centralisation of services

Focused Group Shared Services and Central Steering Functions across countries

Provide operational services to all Addiko offices

Agility and execution power: fewer decision layers from focused Group Shared Services and Central Steering Functions throughout the region

Economies of scale: bundling of services helps to realize cost advantages with decreasing costs per unit

Talent: attract talent in group shared service centres steering functions and provide responsibility across region


Croatia
Example: Transaction Banking Back Office in Croatia


Croatia
Example: Application DevOps in Croatia


Serbia
Example: Digital Banking in Serbia

Supervisory Board



Kurt Pribil
Chair
Appointed in 2020



Johannes Proksch
Deputy
Appointed in 2022



Sava Dalbokov
Member
Appointed in 2022



Monika Wildner
Member
Appointed in 2020



Frank Schwab
Member
Appointed in 2020



Christian Lobner
Employee Repr.
Appointed in 2015



Thomas Wieser
Employee Repr.
Appointed in 2019

Credit & Risk
Committee

Audit,
Compliance & AML
Committee

Committee for
Management Board
Matters

Nomination &
Remuneration
Committee

Digitization & IT
Committee

Management Board



Herbert Juranek
Chief Executive Officer



Edgar Flagg
Chief Financial Officer



Tadej Krašovec
Chief Risk Officer



Ganesh Krishnamoorthi
*Chief Market, IT &
Digitalization Officer*

Credit
Committee

Distressed Asset
Committee

Risk Executive
Committee

Outsourcing
Committee

Asset & Liability
Committee

Governance Risk
Compliance
Committee

Project Portfolio
Steering
Committee

| Name | Supervisory Board | Credit & Risk Committee | Audit, Compliance & AML Committee | Committee for Mgmt. Board Matters | Nomination and Remuneration Committee | Digitalization & IT Committee |
|------------------|-------------------|-------------------------|-----------------------------------|-----------------------------------|---------------------------------------|-------------------------------|
| Kurt Pribil | Chair | Member | - | President | Vice President* | - |
| Johannes Proksch | Deputy Chair | Vice President* | Vice President | Member | Member | Member |
| Sava Dalbokov | Member | President* | Member* | Vice President | Member | Member |
| Monika Wildner | Member | - | President | - | Member | Vice President |
| Frank Schwab | Member | Member | Member | Member | President | President |
| Christian Lobner | Member | Member | Member | - | - | - |
| Thomas Wieser | Member | - | - | - | Member | Member |

* Expert function

Duties:

- Supervision of the activities of the Management Board
- Assessment of the strategic objectives and the internal principles of proper management together with the Management Board and monitoring of their implementation
- Duties are defined in the Austrian Stock Corporation law (§95 Aktiengesetz) and further specified in the Company's Articles of Association as well as its Rules of procedure

Further Duties:

- Appointment and dismissal of Management Board members (ordinarily as well as extraordinarily for good cause)
- Quarterly reports by the Management Board to the Supervisory Board (course of business as well as the situation of the Group overall)
- Representation of the Company in legal transactions with members of the Management Board
- Approval of the financial statements of the company

Supervisory Board Committees

| Committee | | Main Responsibilities | Members/ Participants |
|--|---|--|--|
| Credit & Risk Committee | ➤ | Responsible for the granting of loans and credits to customers or to a group of affiliated customers in accordance with the Rules of Procedure of the Supervisory Board as well as for advising the Management on the current and future risk profile and risk strategy; monitoring the implementation of that risk strategy and the observation of capital adequacy and liquidity | <ul style="list-style-type: none"> • Supervisory Board Members • Representatives of the Works Council • State Commissioners |
| Audit, Compliance & AML Committee | ➤ | auditing the Annual Financial Statements and Consolidated Group Financial Statements as well as supervising the effectiveness of the company's Internal Audit, Compliance and AML, Internal Control System (ICS) and Risk function; ESG reports | |
| Nomination & Remuneration Committee | ➤ | Preparing proposals for selecting members of the Management and Supervisory Board (succession planning), recommending on diversity targets, reviewing the fit and proper status of Board members, monitoring the remuneration policy, the remuneration practices and the incentive structure | |
| Digitalization & IT Committee | ➤ | Assisting the Supervisory Board in the supervision and support of the Management Board regarding the Group's IT and digitalization strategy, its IT landscape & infrastructure, digital business developments, approach & progress towards digitalization, open banking, partnerships and FinTech activities | |
| Committee for Management Board Matters | ➤ | Exercising of representative rights as well as advising on and managing the legal relationships between the company and the members of the Management Board, especially dealing with provisions in the individual Management Board members' employment contracts | <ul style="list-style-type: none"> • Supervisory Board Members • State Commissioners |

Management Board Committees

| Committee | | Main Responsibilities | Members |
|--------------------------------------|---|--|---|
| Credit Committee | ➤ | Decision-making committee which approves all counterparty risks (including credits to associated companies of the Group network or problem loans) above the credit authority of the subsidiaries | <ul style="list-style-type: none"> • CRO, CMO/CIO • Selected Addiko senior staff |
| Distressed Asset Committee | ➤ | Decision-making committee which approves all counterparty risks for Groups of Borrowers (GoB) or any borrower within a Group of Borrowers which has a “Watch List 2” or default (NPE) status | <ul style="list-style-type: none"> • CRO • Selected Addiko senior staff |
| Risk Executive Committee | ➤ | Advisory and decision-making committee for the risk management and control function, portfolio steering and other risk-relevant methodological topics | <ul style="list-style-type: none"> • CEO, CRO, CMO/CIO • Selected Addiko senior staff |
| Outsourcing Committee | ➤ | Advisory and decision-making committee dealing with new and changed outsourcing requests, as defined in the Group Outsourcing Policy, and monitoring Group Outsourced Activities | <ul style="list-style-type: none"> • CFO, CRO • Selected Addiko senior staff |
| Asset & Liability Committee | ➤ | Advisory and decision-making committee which monitors the steering of interest, liquidity, FX-and equity risk | <ul style="list-style-type: none"> • Mgmt. Board • Selected Addiko senior staff |
| Governance Risk Compliance Committee | ➤ | Advisory and decision-making committee in charge of audit deficiencies as well as legal, compliance and other ICS related topics; ESG related topics and reports | <ul style="list-style-type: none"> • Mgmt. Board • Selected Addiko senior staff |
| Project Portfolio Steering Committee | ➤ | Advisory and decision-making committee for approving new group projects and group-wide monitoring the performance of project portfolios | <ul style="list-style-type: none"> • CFO, CMO/CIO • Selected Addiko senior staff |

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VIENNA, 2023

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Addiko Group’s Investor Relations website <http://www.addiko.com/investor-relations/> contains further information, including financial and other information for investors.