

Addiko Bank AG
Vienna, FN 350921 k
ISIN AT000ADDIK00

**Convening of the General Meeting of
Addiko Bank AG**
for Friday, 27 November 2020, at 10:30 a.m.,
at the Wiener Börsensäle, 1010 Vienna, Wipplingerstraße 34

I. TO BE HELD AS A VIRTUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF THE SHAREHOLDERS

1. Austrian COVID-19 Company Law Act (COVID-19-GesG) and Austrian COVID-19 Company Law Ordinance (COVID-19-GesV)

After careful consideration and in order to avoid postponing the General Meeting another time, the Management Board decided to make use of the new statutory provision of a virtual general meeting to protect the wellbeing of its shareholders and other participants, and to enable the election of an auditor and group auditor, a resolution on the remuneration policy, and elections to the Supervisory Board as soon as possible.

Based on Section 1 (2) COVID-19-GesG, Austrian Federal Legal Gazette (BGBl.) I No. 16/2020 as amended by BGBl. I No 24/2020 and based on COVID-19-GesV (BGBl. II No. 140/2020), considering the interests of both the Company and the participants, the General Meeting of Addiko Bank AG on **27 November 2020** will be held as a “virtual general meeting”.

This means that for health protection reasons, shareholders will not be able to be physically present at the General Meeting of Addiko Bank AG on 27 November 2020.

The Management Board would like to apologise for the inconvenience that shareholders will be unable to attend in person on 27 November 2020.

The Chairman of the Supervisory Board, the Chairman of the Management Board as well as further members of the Management Board and of the Supervisory Board, the certifying notary public and four special voting representatives appointed by the Company will be physically present at the General Meeting at the Wiener Börsensäle, 1010 Vienna, Wipplingerstraße 34.

Holding the General Meeting as a virtual general meeting in accordance with COVID-19-GesV results in modifications to the usual procedure for the General Meeting as well as to the exercising of shareholder rights.

In accordance with Section 3 (4) COVID-19-GesV, voting rights, rights to submit motions and rights to raise objections will be exercised exclusively by granting a proxy and issuing instructions to one of the special voting representatives suggested by the Company.

The shareholders will be able to exercise their right to information during the virtual general meeting using electronic communication, exclusively in text form and exclusively via e-mail sent directly to the Company e-mail address fragen.addiko@hauptversammlung.at.

2. Broadcast of the General Meeting via the internet

In accordance with Section 3 (4) COVID-19-GesV in conjunction with Section 102 (4) Austrian Stock Corporation Act (AktG), a full audiovisual broadcast of the General Meeting will be made via the internet in real time.

This is permissible under data protection law pursuant to Section 3 (4) COVID-19-GesV and Section 102 (4) AktG.

All shareholders of the Company will be able to watch the General Meeting on **27 November 2020** from about 10:30 a.m. CET, using the appropriate technical aids, via the internet at www.addiko.com in the form of a virtual general meeting. It will not be necessary to register or log in to watch the General Meeting.

Due to the broadcast of the General Meeting via the internet, all shareholders wishing to do so will be able to watch the course of the General Meeting by way of unidirectional audio-visual transmission in real time, and to follow the presentation of the Management Board and the replies to shareholder questions.

It should be noted that this live broadcast as a virtual general meeting does not allow for remote participation (Section 102 (3) No. 2 AktG) or for remote voting (Section 102 (3) No. 3 AktG and Section 126 AktG), and that the internet broadcast does not support two-way communication.

It should also be noted that the Company is only responsible for the use of technological means of communication to the extent that responsibility for the latter lies within its sphere.

In addition, attention is drawn to the information on the organisational and technical requirements for participation in accordance with Section 3 (3) in conjunction with Section 2 (4) COVID-19-GesV (“**Information regarding participation**”).

This year, shareholders are requested to pay particular attention to the **information regarding participation**, which also includes the schedule of the General Meeting.

II. AGENDA

1. Presentation of the annual financial statements including the management report and consolidated corporate governance report, the consolidated financial statements including the group management report and consolidated non-financial report, the proposal for the appropriation of profits and the report submitted by the Supervisory Board for the 2019 business year
2. Resolution on the allocation of the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the 2019 business year
4. Resolution on the discharge of the members of the Supervisory Board for the 2019 business year

5. Resolution on the authorization of the Management Board to acquire own shares for the purpose of offering to employees, executives and members of the Management Board or Supervisory Board of the company or a company affiliated with it to acquire pursuant to § 65 para. No 4 Stock Corporation Act (“AktG”) up to 10% of the share capital for a period of 30 months from the day of the resolution by the General Assembly
6. Resolution on the revocation of the authorization granted at the General Assembly on June 6, 2019 to acquire own shares in accordance with § 65 para. 1 No. 8 and para. 1a and para. 1b AktG with a simultaneous authorization of the Management Board to acquire for no specific purpose own shares of up to 10% of the share capital in accordance with § 65 para. 1 No. 8 AktG for a period of 30 months from the day of the resolution of the General Assembly
7. Resolution on the remuneration policy of the Management Board
8. Election to the Supervisory Board

III. DOCUMENTS RELATING TO THE GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

The following documents in particular will be available on the Company’s website at www.addiko.com - properly registered in the Austrian Commercial Register - no later than by **6 November 2020**:

- Annual financial statements including management report
- Consolidated corporate governance report
- Consolidated financial statements including group management report
- Proposal for the appropriation of profits
- Separate consolidated non-financial report
- Report of the Supervisory Board for the 2019 financial year
- Information about the organizational and technical requirements for participation according to § 3 Abs 3 in connection with § 2 Abs 4 COVID-19-GesV (“Information regarding participation”)
- Proposed resolutions on agenda items 2 - 8
- Policy on principles of remuneration of Management Board
- Candidate statements for the Supervisory Board elections (agenda item 8) in accordance with Section 87 (2) AktG, including curriculum vitae
- Proxy form for the special voting representatives in accordance with Section 3 (4) COVID-19-GesV
- Forms for the revocation of a proxy
- Question form
- Full text of this invitation

IV. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the General Meeting and to exercise the voting right and other shareholder rights to be asserted at this virtual general meeting in accordance with COVID-19-

GesG and COVID-19-GesV is based on shareholding at the end of **17 November 2020 (record date)**.

Only persons who are shareholders on this record date and provide the Company with evidence of their shareholding are entitled to attend the virtual general meeting in accordance with COVID-19-GesG and COVID-19-GesV.

A deposit confirmation pursuant to Section 10a AktG is to be submitted as proof of shareholding on the record date, which must be received by the Company no later than **24 November 2020** (24:00 hours, CET, Vienna time) exclusively by one of the following communication channels and addresses:

- For the transmission of the deposit confirmation in text form, which satisfies the Articles of Association pursuant to Section 17.6
 - By fax +43 1 8900 500 80
 - By email anmeldung.addiko@hauptversammlung.at
(Please send deposit confirmations in PDF format)
- For the transmission of the deposit confirmation in writing
 - By mail or courier Addiko Bank AG
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60
 - Via SWIFT GIBAATWGGMS
(Message type MT598 or MT599, ISIN AT000ADDIK00 must be specified in the text)

If no deposit confirmation is received by the Company in due time, it will not be possible for a special voting representative to be appointed in a valid manner.

Shareholders are requested to contact their custodian bank and arrange for the issue and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and is not relevant with regard to dividend entitlement.

Deposit confirmation in accordance with Section 10a AktG

The deposit confirmation must be issued by the custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- Information on the issuer: Name/company name and address or a code commonly used in dealings between credit institutions (BIC)
- Information on the shareholder: Name/company name and address; for natural persons, the date of birth; for legal persons, if applicable, the register and registry number
- Information on shares: Number of shares held by the shareholder, ISIN AT000ADDIK00 (commonly used international securities identification number)
- Deposit number or other designation
- Date to which the deposit confirmation refers

The deposit confirmation as proof of shareholding for participation in the General Meeting must refer to the end of the record date of **17 November 2020** (24:00 hours, CET, Vienna time). The deposit confirmation will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL VOTING REPRESENTATIVE AND PROCEDURE TO BE FOLLOWED IN THIS REGARD

Each shareholder who is entitled to attend the virtual general meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has provided evidence of this to the Company in accordance with the provisions of this invitation under item IV., has the right to appoint a special voting representative.

In the course of this virtual general meeting of Addiko Bank AG on **27 November 2020**, only one of the special voting representatives may submit a motion for resolution, cast a vote and raise an objection in accordance with Section 3 (4) COVID-19-GesV.

The following persons are suggested as special voting representatives who are suitable and independent of the Company:

- (i) RA Dr. Maria Brandstetter
1010 Wien, Stephansplatz 4
Tel: +43 (1) 513 85 12
E-Mail: brandstetter.addiko@hauptversammlung.at

- (ii) RA Dr. Verena Brauner
1120 Wien, Hetzendorfer Str. 71
Te: +43 (1) 3050291
E-Mail: brauner.addiko@hauptversammlung.at

- (iii) RA Mag. Ewald Oberhammer
1010 Wien, Karlsplatz 3/1
Tel: +43 (1) 503 30 00
E-Mail: oberhammer.addiko@hauptversammlung.at

- (iv) Dipl.-Volkswirt, Dipl.-Jurist Florian Beckermann, LL.M.
c/o Interessenverband für Anleger, IVA
1130 Vienna, Feldmühlgasse 22
Tel: +43 (1) 876 33 43 - 30
E-mail: beckermann.addiko@hauptversammlung.at

Each shareholder may select one of the four persons stated above as a special voting representative and grant them a proxy.

To grant a proxy to the special voting representatives, a separate proxy form is available on the Company's website at www.addiko.com. Please use this proxy form.

When granting the proxy, the relevant means of transmission and deadlines laid out in the provisions of the **information regarding participation** must be observed.

Delivery of the proxy in person at the location of the meeting is expressly excluded.

VI. NOTES ON SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG

1. Shareholders' request to add items to the agenda pursuant to Section 109 AktG

Shareholders whose shares individually or jointly amount to **5% of the share capital** and who have held these shares for at least three months prior to filing the motion may request in writing that **additional items be added to the agenda** of this General Meeting and be announced, provided that this request is delivered in written form to the Company, by mail or courier, no later than **6 November 2020** (24:00 hours, CET, Vienna time) exclusively to the address **AT-1010 Vienna, Wipplingerstraße 34/4, attn. Mr. Stefan Choi, LL.M.**, or alternatively using SWIFT GIBAATWGGMS (Message Type MT598 or MT599, with the following reference included in the text (mandatory): ISIN AT000ADDIK00), or by email to the address: stefan.choi@addiko.com. "Written form" means (i) individual signature or authorised company signature of each applicant, (ii) by email using a qualified electronic signature, (iii) in text form using a standard international and specially secured communication network used by credit institutes and which supports clear identification of the participants (e.g. SWIFT). Each item on the agenda so requested must be accompanied by a proposal for a resolution together with a statement of reasons. The agenda item and the proposed resolution, but not its justification, must in any case also be drawn up in German. The shareholder status is to be evidenced by the presentation of a deposit confirmation pursuant to Section 10a AktG, confirming that the shareholders making the request have been holders of the shares for at least three months prior to the date of the request, which confirmation may not be older than seven days at the time of its presentation to the Company. Several deposit confirmations for shares, which only together represent the shareholding of 5%, must refer to the same time (day, time).

With regard to the other requirements for deposit confirmations, please refer to the information on the right to participate (item IV. of this invitation).

2. Proposed resolutions of shareholders on the agenda pursuant to Section 110 AktG

Shareholders whose shares individually or collectively amount to **1% of the share capital** may, for each agenda item, submit **proposals for resolutions** in text form together with their justification and request that these proposals, together with the names of the shareholders concerned, the justification to be attached and any statement by the Management Board or the Supervisory Board, be made available on the Company's website entered in the Austrian Commercial Register, if this request is delivered to the Company in text form by no later than **18 November 2020** (24:00 hours, CET, Vienna time) either by fax to **+43 (0) 50232 72-2295**; by mail, courier or in person to Addiko Bank AG, **AT-1010 Vienna, Wipplingerstraße 34/4, attn. Mr. Stefan Choi, LL.M.**; or by e-mail to **stefan.choi@addiko.com**, and the request must be attached to the e-mail in text form, for example as a PDF file. If text form is required for declarations within the meaning of Section 13 (2) AktG, the declaration must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the declaration must be named and the conclusion of the declaration must be clearly

demonstrated by means of a signature or otherwise. The proposed resolution, but not its justification, must in any case also be drawn up in German.

In the event that a person is **nominated as a member of the Supervisory Board**, the justification is replaced by a statement made by the proposed person in accordance with Section 87 (2) AktG.

The shareholder status is to be evidenced by the presentation of a deposit confirmation pursuant to Section 10a AktG which may not be older than seven days at the time of its presentation to the Company. Multiple deposit confirmations for shares, which only together represent a shareholding of 1%, must refer to the same time (day, time).

With regard to the other requirements for deposit confirmations, please refer to the information on the right to participate (item IV. of this invitation).

3. Information in accordance with Section 110 (2) 2nd Sentence in conjunction with Section 86 (7) and (9) AktG

As regards agenda item 3 “Election of members of the Supervisory Board” and the corresponding nomination made by the shareholders in accordance with Section 110 AktG, the Company provides the following information:

Section 86 (7) AktG is applicable to Addiko Bank AG.

Since the last election by a general meeting, the Supervisory Board of Addiko Bank AG has consisted of five, currently of four, members elected by the general meeting (shareholder representatives) and two members delegated by the Works Council in accordance with Section 110 Austrian Labour Relations Act (ArbVG). Three of the four shareholder representatives are men, one is a woman. Both of the two employee representatives are men. It is disclosed that no objection in accordance with Section 86 (9) AktG was raised and that the minimum quota requirement in accordance with Section 86 (7) AktG was therefore complied with in full.

In the event that the shareholders make a nomination under agenda item 8 “Election of members of the Supervisory Board”, the shareholders must take into account that at least 30% of the Supervisory Board must consist of women after the election of members of the Supervisory Board has been conducted on 27 November 2020.

4. Shareholders’ right to information pursuant to section 118 AktG

Upon request, each shareholder is to be provided with information on the Company’s affairs at the General Meeting to the extent that such information is necessary for a proper evaluation of an agenda item. The duty to provide information also extends to the legal relations of the Company to an affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable business judgment, it is likely to cause significant disadvantage to the Company or an affiliated company or its provision would be punishable by law.

It is expressly noted that the **right to information** in accordance with Section 118 AktG may also be exercised at the virtual general meeting **during the General Meeting** by the shareholders themselves, exclusively by submitting questions via e-mail directly to the Company and exclusively to the e-mail address **fragen.addiko@hauptversammlung.at**.

Shareholders are requested to submit all **questions in advance, in text form**, by e-mail to the address **fragen.addiko@hauptversammlung.at**, and to do so in sufficient time that the Company will have received them no later than on **24 November 2020**.

In this way, you will enable the Management Board to prepare for the meeting as thoroughly as possible and to reply to your questions as quickly as possible.

Please use the **question form** available on the Company's website at **www.addiko.com**.

However, it is expressly noted that the right to information in accordance with Section 118 AktG may be exercised during the General Meeting by the shareholders themselves exclusively by submitting questions via e-mail directly to the Company to the e-mail address **fragen.addiko@hauptversammlung.at**.

Please note that the Chairman may impose appropriate time restrictions during the General Meeting.

More detailed information and modalities as regards the exercising of the shareholders' right to information in accordance with Section 118 AktG is provided in the **information regarding participation**.

5. Motions by shareholders at the General Meeting in accordance with section 119 AktG

Each shareholder - irrespective of a specific shareholding - is entitled to submit motions at the virtual general meeting in accordance with COVID-19-GesG and COVID-19-GesV via his special voting representative on any item on the agenda.

The prerequisite for this is proof of entitlement to participate as defined in item IV. of this invitation **and the granting of the corresponding proxy to the special voting representative** as defined in item V. of this invitation.

Further information and modalities as regard the exercising of the shareholders' right to submit a motion in accordance with Section 119 AktG is provided in the **information regarding participation**.

However, for a **shareholder motion to elect a member of the Supervisory Board**, the timely submission of a proposal for resolution in accordance with Section 110 AktG is a mandatory requirement: Nominations for the election as members of the Supervisory Board (agenda item 3) may only be made by shareholders whose shares collectively amount to 1% of the share capital. Such nominations must be **received by the Company** no later than on **18 November 2020** in the manner described above (item VI. paragraph 2). The nominated person's declaration in accordance with Section 87 (2) AktG on his professional qualification, his job responsibilities or similar functions as well as all circumstances which may give rise to concerns regarding bias, must be attached to each nomination.

Failing this, the shareholder motion nominating this person for election as member of the Supervisory Board must not be considered in the voting.

6. Information on shareholders' data protection

Addiko Bank AG processes the **personal data** of the shareholders (in particular those pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities account, number of the shareholder's shares, if applicable, share class, number of the voting card and, if applicable, name and date of birth of the authorised representative(s)), in accordance with the applicable data protection regulations, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable the shareholders to exercise their rights in the course of the General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Austrian Stock Corporation Act. The legal basis for the processing is thus **Article 6 (1) c) GDPR**.

For processing, Addiko Bank AG is the **controller**. Addiko Bank AG uses external **service providers**, such as notaries, lawyers, banks and IT service providers, for the purpose of organising the General Meeting. These service providers only receive from Addiko Bank AG such personal data as is required for performing the commissioned service and process the data exclusively in accordance with the instructions of Addiko Bank AG. As far as legally required, Addiko Bank AG has concluded **data protection agreements** with these service providers.

If a shareholder participates in the General Meeting, all shareholders present or their representatives, the members of the Management Board and the Supervisory Board, the notary public and all other persons with a legal right to participate in the General Meeting may inspect the legally prescribed **list of participants** (Section 117 of the AktG) and thereby also view the personal data (including name, place of residence, shareholding relationship) mentioned therein. Addiko Bank AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record to the **Austrian Commercial Register** (Section 120 AktG).

The shareholders' data will be anonymised or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain data** arise in particular from the law governing companies, shares and takeovers, from fiscal and tax law and from anti-money laundering regulations. In the event that legal claims are asserted by shareholders against Addiko Bank AG, or vice versa by Addiko Bank AG against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with legal proceedings before civil courts, this may lead to the storage of data for the duration of the limitation period plus the duration of the legal proceedings until their legally binding conclusion.

Each shareholder has the right to **information, rectification, restriction, objection and erasure** of personal data processed at any time, as well as the right to **data portability** in accordance with Chapter III of the GDPR. Shareholders may assert these rights free of charge against Addiko Bank AG via the e-mail address **dpo.at@addiko.com** or using the following **contact details**:

Addiko Bank AG
AT-1010 Vienna, Wipplingerstraße 34/4
Fax: +43 (0) 50232 72 - 2037

Shareholders also have the **right to lodge a complaint** with the **data protection supervisory authority** in accordance with Article 77 GDPR.

For further information on data protection, refer to the data protection statement on the website of Addiko Bank AG at www.addiko.com.

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

At the time the General Meeting is convened, the share capital of the Company amounts to EUR 195,000,000.00 and is divided into 19,500,000 no-par value bearer shares. Each share carries one vote. Accordingly, the total number of voting rights at the time of the convening of the General Meeting amounts to 19,500,000 voting rights. At the time the General Meeting is convened, the Company neither directly nor indirectly holds own shares.

2. No physical presence

Once again, we expressly draw attention to the fact that, in accordance with COVID-19-GesV, neither shareholders nor guests will be admitted in person when the next General Meeting is held as a virtual general meeting.

Vienna, in October 2020
The Management Board

This document is a translation of the German original version. In any case of doubt, the German original version shall prevail.