

Addiko Bank AG  
Wien, FN 350921 k  
ISIN AT000ADDIK00  
(„Company”)

**Convening of the General Meeting of  
Addiko Bank AG  
for Thursday, 14 April 2022, at 10.30 a.m. CET**

at

BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft,  
1100 Vienna, QBC 4 - Am Belvedere 4 (Entrance Karl-Popper-Straße 4)

## **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, the Management Board decided to make use of the statutory provision of a virtual general meeting to protect the wellbeing of its shareholders and other participants.

Based on Section 1 (2) COVID-19-GesG, Austrian Federal Legal Gazette (BGBl.) I No. 16/2020 as amended by BGBl. I No 246/2021 and based on COVID-19-GesV (BGBl. II No. 140/2020 as amended by BGBl. II Nr. 609/2021), considering the interests of both the Company and the participants, the General Meeting of Addiko Bank AG on 14 April 2022 will be held as a "virtual general meeting".

This means that for health protection reasons, shareholders and their proxies (except for the special voting representatives according to section 3 (4) COVID-19-GesV) will not be able to be physically present at the General Meeting of Addiko Bank AG on 14 April 2022.

The Chairman of the Supervisory Board, the Chairman of the Management Board as well as further members of the Management Board, the certifying notary public and the four special voting representatives appointed by the Company will be physically present at the General Meeting at the BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1100 Vienna, QBC 4 - Am Belvedere 4 (Entrance Karl-Popper-Straße 4).

Holding the General Meeting as a virtual general meeting in accordance with COVID-19-GesV results in modifications to the usual procedure for 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's e-mail address [fragen.addiko@hauptversammlung.at](mailto:fragen.addiko@hauptversammlung.at) provided that the shareholders

have in due time sent a deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act (AktG) in accordance with point IV. and authorized a special voting representative in accordance with point V.

## **2. Broadcast of the General Meeting via the internet**

In accordance with Section 3 (1), (2) and (4) COVID-19-GesV in conjunction with Section 102 (4) AktG, a full audiovisual broadcast of the General Meeting will be made available via the internet in real time.

This is permissible under data protection law pursuant to Section 3 (1), (2) and (4) COVID-19-GesV.

All shareholders of the Company will be able to follow the General Meeting on 14 April 2022 from about 10:30 a.m. CET, using the appropriate technical aids (e.g. computer, laptop, tablet or smartphone as well as an internet connection with sufficient bandwidth for streaming videos) via the internet at [www.addiko.com](http://www.addiko.com) in the form of a virtual general meeting. It will not be necessary to register or log in to follow the General Meeting.

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

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. The individual shareholder can therefore only follow the course of the Annual General Meeting

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 (Section 2 (6) COVID-19-GesV).

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").

## **II. AGENDA**

1. Presentation of the annual financial statements including the management report and the 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 for the 2021 financial year submitted by the Supervisory Board
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Board of Management for the 2021 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2021 financial year
5. Election of the auditor and group auditor for the 2023 financial year

6. Resolution on the Remuneration Report
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

In particular, the following documents will be available on the Company's website at [www.addiko.com](http://www.addiko.com) - properly registered in the Austrian Commercial Register - by no later than **24 March 2022**:

- Information about the organizational and technical requirements for participation according to Section 3 Abs 3 in connection with Section 2 Abs 4 COVID-19-GesV ("Information regarding participation")
- 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 each for the financial year 2021
- Report of the Supervisory Board for the 2021 financial year
- Proposed resolutions on agenda items 2 - 8
- Remuneration Report
- Reviewed Policy on principles of the remuneration of Management Board
- Declarations of the candidates regarding the election to the Supervisory Board on agenda item 8 according to Section 87(2) AktG
- Curriculum vitae of the candidates
- Proxy form for the special voting representatives in accordance with Section 3 (4) COVID-19 GesV
- Forms for the revocation of a proxy
- Questionnaire 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 **4 April 2022 (24:00 hours, CET Vienna Time) (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 **11 April 2022 (24:00 hours, CET, Vienna time)** exclusively by one of the following communication channels and addresses:

(i) 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 E-Mail anmeldung.addiko@hauptversammlung.at  
(Please send deposit confirmations in PDF format)

(ii) 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  
AT000ADDIKO0 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 (Section 10a (2) AktG):

- Information on the issuer: Name/company name and address or a code commonly used in dealings between credit institutions (SWIFT-Code)
- 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 AT000ADDIKO0 (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 the participation in the General Meeting must refer to the end of the record date of **4 April 2022 (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 COVID19-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 **14 April 2022**, 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) 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  
beckermann.addiko@hauptversammlung.at
- (ii) Rechtsanwalt Stephan Schmalzl, M.B.L.  
1020 Vienna, Trabrennstraße 2B  
Tel: +43 (1) 383 60 540  
schmalzl.addiko@hauptversammlung.at
- (iii) Rechtsanwalt Mag. Ewald Oberhammer, LL.M.  
1010 Vienna, Karlsplatz 3/1  
Tel: +43 (1) 503 30 00  
oberhammer.addiko@hauptversammlung.at
- (iv) Rechtsanwältin Dr. Maria Brandstetter  
1010 Vienna, Stephansplatz 4  
Tel: +43 (1) 513 85 12  
brandstetter.addiko@hauptversammlung.at

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

The granting of a proxy to another person is not permitted according to Section 3 (4) COVID-19-GesV.

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.

The 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 **24 March 2022 (24:00 hours, CET, Vienna time)** exclusively to the address **Addiko Bank AG, 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 individual signature or authorised company signature of each applicant, or by email using a qualified electronic signature, or when using SWIFT with the message type MT598 or MT599, whereas ISIN AT000ADDIK00 must be specified in text.

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 **5 April 2022 (24:00 hours, CET, Vienna time)** either by **fax to +43 (0) 50232 72-2895**; or 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 case of a proposal regarding **the election to the Supervisory Board** the declaration of the proposed person according to Section 87 (2) AktG replaces the justification.

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) sentence 2 in conjunction with Section 86 (7) and (9) AktG**

On agenda item 8 "Elections to the Supervisory Board" and the corresponding election proposal by shareholders in accordance with Section 110 AktG, the company provides the following information:

Section 86 (7) AktG applies to Addiko Bank AG.

Since the last election by the General Meeting, the Supervisory Board of Addiko Bank AG has been consisting of six members elected by the General Meeting (shareholder representatives) and two members delegated by the works council in accordance with Section 110 ArbVG. Of the six shareholder representatives, four are male and two are female. Of the two employee representatives, two are male. No objection has been raised in accordance with Section 86 (9) AktG and the minimum quota requirement in accordance with Section 86 (7) AktG will therefore be fully met in the event of elections to the Supervisory Board.

If the shareholders submit an election proposal for agenda item 8 "Elections to the Supervisory Board", they must bear in mind that after the elections to the Supervisory Board on 14 April 2022, at least 30% must be women.

In accordance with Item 12.1 of the Articles of Association, the Supervisory Board consists of three to eight members elected by the Annual General Meeting ("shareholder representatives").

### **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.

The prerequisite for exercising the shareholders' right to information is proof of entitlement to participate (item IV. of this invitation) and the granting of a corresponding power of attorney to the special voting representative (item V. of this invitation).

It is expressly noted that the **right to information** 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](mailto: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](mailto:fragen.addiko@hauptversammlung.at), and to do so in sufficient time that the Company will have

received them no later than on **11 April 2021**. This is in the interests of efficiency for all participants in the General Meeting, especially for questions that require a longer preparation time.

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 **questionnaire form** available on the Company's website at [www.addiko.com](http://www.addiko.com). If this questionnaire is not used, the person (name / company, date of birth / company register number of the shareholder) must be named in the relevant e-mail. In order to put the Company in a position to determine the identity and correspondence with the deposit confirmation, we ask you in this case to also state your deposit number in the e-mail.

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. However, motions can only be sent to the voting representative authorised by the respective shareholder and submitted by him at the Annual General Meeting.

The point in time up to which instructions to submit applications to the special proxy are possible will be determined by the Chairman during the virtual General Meeting.

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

A shareholder motion for the election of a member of the Supervisory Board requires the timely submission of a resolution proposal in accordance with Section 110 AktG: Persons for election to the Supervisory Board (item 8 on the agenda) can only be proposed by shareholders whose shares together reach 1% of the share capital. Such election nominations must be received by the company no later than 5 April 2022 in the manner specified above (point VI, paragraph 2). Each proposal for election must be accompanied by a declaration of the proposed person in accordance with Section 87 (2) AktG regarding their professional qualifications, their professional or comparable functions and all circumstances that could give rise to concerns about being biased.

Otherwise, the shareholder motion for the election of a member of the Supervisory Board must not be considered in the vote.



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**.

## 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 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

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](http://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 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. There are no different classes of 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 at the location of the General Meeting when the upcoming General Meeting is held as a virtual general meeting.

Vienna, in March 2022  
The Management Board

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