

Addiko Bank AG  
Vienna, FN 350921 k  
ISIN AT000ADDIK00  
("Company")

**Convocation of the Annual General Meeting of  
Addiko Bank AG  
on Friday, 21 April 2023 at 10:30 am Vienna Time  
at the Hotel Andaz Vienna Am Belvedere, 1100 Vienna, Arsenalstrasse 10**

## **I. 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 the consolidated non-financial report, the proposal for the appropriation of profits and the report prepared by the Supervisory Board for the 2022 financial year
2. Resolution on the appropriation of the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the 2022 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year
5. Election of the auditor (bank auditor) for the annual and consolidated financial statements 2024
6. Resolution on the Remuneration Report
7. Resolution on
  - a) the Remuneration Policy of the Management Board;
  - b) the variable remuneration components within the meaning of Section 8b of the Annex to Section 39b BWG
8. Resolution on
  - a) the revocation of the authorization of the Management Board to acquire own shares of up to 10% of the share capital pursuant to § 65 para. 1 no. 4 AktG; and
  - b) the authorization of the Management Board to acquire own shares of up to 10% of the share capital for a period of 30 months from the day of the resolution by the pursuant to § 65 para. 1 no. 4 AktG.
9. Resolution on
  - a) the revocation of the authorization of the Management Board to acquire own shares of up to 10% of the share capital pursuant to § 65 para. 1 no. 8 AktG; and
  - b) the authorization of the Management Board to acquire own shares of up to 10% of the share capital for a period of 30 months from the day of the resolution of the AGM pursuant to § 65 para. 1 no. 8 AktG.
10. Resolution on
  - a) the revocation of the existing authorized capital (Authorized Capital 2019) adopted pursuant to the resolution of the Annual General Meeting on 6 June 2019; and

- b) the authorization of the Management Board pursuant to § 169 AktG, within five years from the date on which the relevant amendment to the Articles of Association is registered in the commercial register, to increase the share capital with the approval of the Supervisory Board against cash or non-cash contributions, also by excluding statutory subscription right, and to determine the issue price, the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Capital 2023).
  - c) the corresponding amendment of the Articles of Association in Item 5 "Authorized Capital 2019"
11. Resolution on
- a) the authorization of the Management Board pursuant to § 159 para. 3 AktG, within five years from the date on which the relevant amendment to the Articles of Association is registered in the commercial register, to conditionally increase the share capital with the approval of the Supervisory Board, and to determine the issue price, the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Conditional Capital 2023) and
  - b) the corresponding amendment of the articles of association by adding a new point 6a. "Authorized Conditional Capital 2023"
12. Election to the Supervisory Board

## II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PRESENTATION OF INFORMATION ON THE WEBSITE

In particular, the following documents are available on the Company's website entered in the commercial register at [www.addiko.com](http://www.addiko.com) in accordance with Section 108 (3) and (4) AktG no later than **31 March 2023**:

- Annual financial statements including management report,
- Consolidated corporate governance report,
- Consolidated financial statements including the group management report,
- Proposal for the appropriation of profits,
- Consolidated non-financial report each for the 2022 financial year
- Report of the Supervisory Board for the 2022 financial year,
- Proposals for resolutions on agenda items 2 - 12,
- Remuneration Report,
- (changed) Remuneration Policy of the Management Board,
- Declaration by the candidate for the election to the Supervisory Board on agenda item 12 in accordance with Section 87 (2) AktG,
- CV of the candidate,
- Form for granting a proxy power of attorney,
- Form for granting a proxy power of attorney and instructions to an independent proxy (IVA),
- Form for the revocation of a proxy power of attorney,
- Full text of this convocation.

### III. EVIDENCE DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting, to exercise voting rights and the other shareholder rights that are to be asserted at the Annual General Meeting is based on the shareholding at the end of 11 April 2023 (midnight, Vienna time) (record date).

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

A depository receipt pursuant to Section 10a of the Austrian Stock Corporation Act (“AktG”) must be received by the Company by 18 April 2023, midnight, Vienna time exclusively via one of the means of communication listed below as proof of shareholdings on the record date.

*(i) for the transmission of the deposit confirmation in text form, which allows the Articles of Association to suffice in accordance with Item 17.6*

**By email:** *anmeldung.addiko@hauptversammlung.at  
(Deposit confirmations in PDF format please)*

*(ii) for the transmission of the deposit confirmation in writing*

**By post or messenger:** *Addiko Bank AG  
c/o HV Event Service GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60  
Via SWIFT: GIBAATWGGMS  
(Message Type MT598 or MT599,  
please state ISIN AT000ADDIKOO in the text)*

Shareholders are asked to contact their custodian bank and arrange for a deposit confirmation to be issued and sent.

The record date has no effect on the salability of the shares and has no significance for the dividend entitlement.

#### **Deposit confirmation according to § 10a AktG**

The deposit confirmation is to be issued by the custodian bank based 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 about the issuer: company and address or a code commonly used in transactions between banks (SWIFT code),
- Information about the shareholder: name/company and address, in the case of natural persons also the date of birth, in the case of legal persons the register and number under which the legal person is listed in its country of origin,
- Details of the shares: number of shares held by the shareholder, ISIN AT000ADDIKOO (international securities identification number),
- Custody account number, securities account number or another designation,
- Point in time or period to which the deposit confirmation relates.

The deposit confirmation as proof of share ownership for participation in the Annual General Meeting must refer to the end of the **record date 11 April 2023 (midnight, Vienna time)**.

The deposit confirmation is accepted in German or in English.

## **Proof of Identity**

Addiko Bank AG reserves the right to determine the identity of the persons appearing at the meeting. If it is not possible to verify your identity, admission can be refused.

The shareholders and their proxies are therefore requested to keep a valid, official photo ID for identification purposes ready when registering.

If you attend the Annual General Meeting as a proxy, please take the power of attorney with you in addition to the official photo ID. If the original of the power of attorney has already been sent to the Company, you will facilitate access if you present a copy of the power of attorney.

## **IV. OPTION TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED**

Any shareholder who is entitled to attend the Annual General Meeting and who submitted proof thereof to the Company in accordance with the stipulations in point III. has the right to appoint a representative who attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (§ 13 Para. 2 AktG), whereby several people can be authorized.

A power of attorney can be granted both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of powers of attorney:

<b>By post or messenger:</b>	Addiko Bank AG c/o HV Event Service GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
<b>By email:</b>	anmeldung.addiko@hauptversammlung.at (Please send powers of attorney in PDF format)
<b>Via SWIFT:</b>	GIBAATWGGMS (Message Type MT598 or MT599, please state ISIN AT000ADDIKOO in the text)
<b>In person:</b>	when registering for the Annual General Meeting at the meeting location

The powers of attorney must be received by **19 April 2023, 4:00 pm** at the latest at one of the aforementioned addresses, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy are available on the Company's website at **www.addiko.com** under the menu items "Investor Relations" and "General Meeting". To facilitate processing, we ask you to always use the forms provided.

Details on the authorization, in particular the text form and the content of the authorization, can be found in the authorization form made available to the shareholders.

If the shareholder has granted power of attorney to his custodian bank (Section 10a AktG), it is sufficient if the latter, in addition to the deposit confirmation, submits the declaration that power of attorney has been granted in the manner provided for its transmission to the Company.

Shareholders can personally exercise their rights at the Annual General Meeting even after they have been granted a power of attorney. Personal appearance is considered a revocation of a previously granted power of attorney.

The above provisions on the granting of powers of attorney apply accordingly to the revocation of powers of attorney.

## Independent Proxy

As a special service, Mr. Florian Beckermann, Dipl.-Economist, Dipl.-Jurist, member of the Board of Directors of the IVA - Interest Group for Investors, is available to the shareholders as an independent proxy for the exercise of voting rights in the Annual General Meeting. A special power of attorney form is available for this purpose on the Company's website at [www.addiko.com](http://www.addiko.com) under the menu items "Investor Relations" and "General Meeting". In addition, there is the possibility of direct contact with Dipl.-Volkswirt, Dipl.-Jurist Florian Beckermann, IVA - Interest Group for Investors, 1130 Vienna, Feldmühlgasse 22, email: [beckermann.addiko@hauptversammlung.at](mailto:beckermann.addiko@hauptversammlung.at).

## V. NOTES ON THE RIGHTS OF THE SHAREHOLDERS ACCORDING TO ARTICLES 109, 110, 118 AND 119 AKTG

### 1. Additions to the agenda by shareholders in accordance with Section 109 AktG

Shareholders whose shares individually or collectively reach **5% of the share capital** and who have held these shares for at least three months prior to the application may request in writing that **additional items are placed on the agenda** of this Annual General Meeting and made public if this request is received by the Company in writing by post or courier no later than **31 March 2023 (midnight, Vienna time)** exclusively to the address of **Addiko Bank AG, AT-1100 Vienna, Canettistraße 5/12, attention Mr. Stefan Choi, LL.M.**, or, if sent by email, with a qualified electronic signature to the email address [stefan.choi@addiko.com](mailto:stefan.choi@addiko.com) or by SWIFT to the address GIBAATWGGMS. "In writing" means with handwritten signature or company signature by each applicant, or if by e-mail with a qualified electronic signature, or if transmitted by SWIFT with message type MT598 or MT599, whereby ISIN AT000ADDIKO0 must be specified in the text.

Each requested agenda item must be accompanied by a proposal for a resolution including a justification. The item on the agenda and the proposal for a resolution, but not its justification, must be submitted in German. Shareholder status is evidenced by the submission of a deposit confirmation in accordance with Section 10a AktG, in which it is confirmed that the applying shareholders have held the shares for at least three months before submitting the application. This deposit confirmation may not be older than seven days at the time of submission to the Company. If there are several shareholders who only together hold the required shareholding of 5% of the share capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the deposit confirmation, reference is made to the explanations on the eligibility to participate (Item III.).

## **2. Resolutions proposed by shareholders for the agenda pursuant to Section 110 AktG**

Shareholders whose shares individually or together reach **1% of the share capital** may submit **proposals for resolutions** including justification for each item on the agenda in text form and request that these proposals together with the name of the respective shareholders, the accompanying justification and any optional statement by the Management Board or the Supervisory Board are made available on the Company's website as entered in the company register if this request is received by the Company in text form by **12 April 2023 (midnight, Vienna time)** at the latest either by mail or courier to **Addiko Bank AG, AT-1100 Vienna, Canettistraße 5/12, attn. Mr. Stefan Choi, LL.M.**, or by e-mail to **stefan.choi@addiko.com**, whereby the request is attached to the e-mail in text form, for example as a PDF. If the text form within the meaning of Section 13 (2) AktG is required for declarations, the declaration must be made in a document or in another manner suitable for permanent reproduction in characters, the person making the declaration must be named and the ending of the declaration must be done by replicating the name signature or recognizable in some other way. The resolution proposal, but not its justification, must in any case be submitted in German.

In the event of a **proposal for the election of a member of the Supervisory Board**, the statement of the proposed person in accordance with Section 87 (2) AktG replaces the justification.

Shareholder status must be proven by submitting a deposit confirmation in accordance with Section 10a AktG, which must not be older than seven days at the time it is submitted to the Company. If there are several shareholders who only together hold the required shareholding of 1% of the share capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the deposit confirmation, reference is made to the explanations on the eligibility to participate (Item III.).

## **3. Disclosures pursuant to Section 110 (2) sentence 2 in conjunction with Section 86 (7) and (9) AktG**

The Company provides the following information on agenda item 12 "Election to the Supervisory Board" and any submission of a corresponding election proposal by shareholders in accordance with Section 110 AktG:

Section 86 (7) AktG currently does not apply to **Addiko Bank AG**, so that the minimum quota requirement pursuant to Section 86 (7) AktG does not have to be taken into account. Shareholders who submit an election proposal increasing the number of current Supervisory Board seats for agenda item 12 "Election to the Supervisory Board" must consider the requirement pursuant to Section 86 (7) AktG. An election contrary to Section 86 (7) AktG is invalid.

## **4. Shareholders' right to information pursuant to Section 118 AktG**

Upon request, every shareholder is to be given information about matters of the Company at the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The obligation to provide information also extends to the Company's

legal relationships with an affiliated company and to the situation of the group and the companies included in the consolidated financial statements.

Information may be refused if, according to reasonable business judgment, it is likely to cause the Company or an affiliated company a significant disadvantage, or if providing it would be a punishable offense.

A prerequisite for exercising the shareholders' right to information is proof of entitlement to participate (item III. of the convocation).

Requests for information are to be made verbally at the Annual General Meeting but are also welcome in writing.

To ensure an efficient meeting, shareholders are asked to send any questions that require preparation to be answered to the Management Board in text form in due time before the Annual General Meeting. Questions may be sent to the Company by post to **Addiko Bank AG, AT-1100 Vienna, Canettistraße 5/12, attn. Mr. Stefan Choi, LL.M.**, or by email to **stefan.choi@addiko.com**.

## **5. Proposals from shareholders in the Annual General Meeting according to § 119 AktG**

Every shareholder - regardless of a specific shareholding - is entitled to submit motions to the Annual General Meeting on any item on the agenda. The prerequisite for this is proof of entitlement to participate in the sense of this convocation. If there are several motions for an item on the agenda, the chairman determines the order of voting in accordance with Section 119 (3) AktG.

However, a **shareholder motion for the election of a member of the Supervisory Board** requires the timely submission of a resolution proposal in accordance with § 110 AktG: Persons for the election to the Supervisory Board (item 12 on the agenda) can only be proposed by shareholders whose shares individually or collectively reach 1% of the share capital. Such election proposals must be received by the Company no later than **12 April 2023**, in the manner specified above (item V. 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 about all circumstances that could give rise to concerns about biased.

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

## **6. Information on data protection for shareholders**

**Addiko Bank AG** processes the **personal data** of the shareholders (in particular those pursuant to Section 10a (2) AktG, these are name, address, date of birth, number of the securities account, number of shares held by the shareholder, type of share, if applicable, number of the voting card and, if applicable, name and date of birth of the authorized representative) on the basis of the applicable data protection regulations, in particular the **European General Data Protection Regulation ("GDPR")** and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

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

# Addiko Bank

**Addiko Bank AG** is responsible for processing. **Addiko Bank AG** uses external service companies such as notaries, lawyers, banks and IT service providers for the purpose of organizing the Annual General Meeting. They only receive personal data from **Addiko Bank AG** that is necessary for the execution of the commissioned service and process the data exclusively according to the instructions of **Addiko Bank AG**. As far as legally necessary, **Addiko Bank AG** has concluded a **data protection agreement** with these service providers.

If a shareholder takes part in the Annual General Meeting, all shareholders present or their representatives, the members of the Management Board and Supervisory Board, the notary and all other persons with a statutory right to participate may inspect the legally prescribed list of participants (Section 117 AktG) thereby also view the personal data mentioned therein (e.g. name, place of residence, shareholding). **Addiko Bank AG** is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record for the **company register** (Section 120 AktG).

The data of the shareholders will be made anonymous or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. Obligations to **provide evidence and to retain data** arise in particular from company, stock corporation and takeover law, from tax and duty law and from money laundering regulations. If legal claims are made by shareholders against **Addiko Bank AG** or, conversely, by **Addiko Bank AG** against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with court proceedings before civil courts, this can lead to the storage of data during the period of limitation plus the duration of the court proceedings until their final conclusion.

Every shareholder has the right to information, correction, restriction, objection and deletion with regard to the processing of personal data at any time, as well as a right to data transfer in accordance with Chapter III of the GDPR. Shareholders can assert these rights against **Addiko Bank AG** free of charge via the e-mail address [dpo.at@addiko.com](mailto:dpo.at@addiko.com) or via the following contact details:

Addiko Bank AG  
AT-1100 Vienna, Canettistraße 5/12

In addition, shareholders have the right to lodge a complaint with the **data protection supervisory authority** in accordance with Article 77 GDPR.

Further information on data protection can be found in the data protection declaration on the **Addiko Bank AG** website at [www.addiko.com](http://www.addiko.com).

## VII. ADDITIONAL INFORMATION AND NOTICES

### Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 195,000,000.00 and is divided into 19,500,000 no-par value bearer shares. Each share grants one vote. The total number of voting rights at the time of the Convocation of the Annual General Meeting therefore amounts to 19,500,000. At the time of convening the Annual General Meeting, the Company holds 14,805 own shares. The Company has no rights in respect to these shares, in particular, no voting rights. There is only one class of shares.



# Addiko Bank

Vienna, March 2023

The Management Board

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