

There is no moving forward
without looking back.

Consolidated Corporate Governance Report 2025

Addiko Bank



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

Glossary

The following list of abbreviations explains the meaning of the abbreviations used in this report.

Abbreviation	Definition
ACGC	Austrian Corporate Governance Code
Addiko	Addiko Bank AG (Holding)
Addiko Group	Addiko Bank AG and all its subsidiaries (Addiko Bank d.d. Zagreb, Addiko Bank d.d. Ljubljana, Addiko Bank a.d. Belgrad, Addiko Bank d.d. Sarajevo, Addiko Bank a.d. Banja Luka and Addiko Bank a.d. Podgorica)
AktG	Austrian Stock Corporation Act
AML	Anti-Money Laundering
BiH	Bosnia and Herzegovina
BWG	Austrian Banking Act
CC	Credit Committee
CISO	Chief Information Security Officer
CRR	Capital Requirements Regulation
CSEE	Central and Southeast Europe
DPO	Data Protection Officer
EBA	European Banking Authority
ECB SPOC	Single Point of Contact for European Central Bank
ESG	Environmental, Social and Governance
ECB	European Central Bank
GCC	Group Credit Committee
GoB	Group of Borrowers
ICV	Internal Collateral Values
ICT	Information- and Communications Technology
KPI	Key Performance Indicator
NPE	Non-Performing Exposure
AGM	Annual General Meeting
PAIF	Performance Acceleration Incentive Program
PE	Performing Exposure
SB	Supervisory Body
SME	Small and Medium-Sized Enterprises
WL	Watchlist

Commitment to the Corporate Governance Code

Addiko’s Declaration of Commitment

[L-60, C-61]

The Addiko Group is a listed banking group specialising in consumers and Small and Medium-sized Enterprises (SME) in Central and Southeast Europe (CSEE).

The Addiko Group consists of the parent company Addiko Bank AG (hereinafter “Addiko” or the “Bank”), a fully licensed Austrian bank headquartered in Vienna, Austria, supervised by the Austrian Financial Market Authority and the European Central Bank, as well as six subsidiary banks registered, licensed and operating in five CSEE countries: Croatia, Slovenia, Bosnia and Herzegovina (two banks), Serbia and Montenegro (see Figure 3). In addition, the Slovenian subsidiary also operates in Romania.

As a company listed on the Vienna Stock Exchange, Addiko attaches great importance to responsible and transparent corporate governance in order to strengthen confidence in the Addiko Group. Addiko therefore undertakes to comply with the Austrian Corporate Governance Code (ACGC) in its applicable version. The ACGC is publicly available on the website of the Austrian Working Group for Corporate Governance (www.corporate-governance.at/kodex/).

The ACGC comprises:

- Rules based on mandatory legal provisions (L-Rules);
- Rules that should be complied with where deviations must be explained and justified to achieve ACGC-compliant behaviour (C-Rules); and
- Recommendations, the non-compliance with which neither needs to be disclosed nor justified (R-Rules).

Certain statutory provisions apply only to Addiko as the company listed on the Austrian stock exchange and not to Addiko’s subsidiaries.

In addition, the Addiko Group has adopted an internal Code of Business Conduct and Ethics. This is an internal policy setting out rules for responsible business conduct. It applies equally to all employees of the Addiko Group, including the members of the Management Board and the Supervisory Board. In addition to the Code of Business Conduct and Ethics, Addiko has implemented further internal policies and processes to ensure compliant conduct.

Deviations from the ACGC

[L-60]

Addiko deviates from the C-Rules listed below but acts in accordance with the ACGC on the basis of the following explanations:

No.	Explanation of C-Rules	Deviations and justification
C-12	Documents for Supervisory Board meetings should, as a rule, be made available to the Supervisory Board at least one week prior to the respective meeting.	Particularly sensitive information was, in a few exceptional cases, published in the data room later than seven days prior to the Supervisory Board meeting. This approach was coordinated with and approved by the Supervisory Board in the respective meeting. It serves to protect sensitive information from being disseminated too early within the company.
C-45	Supervisory Board members shall not hold governing functions in other companies that are competitors of the company.	Since 2023, Dr. Kurt Pribil has been a Supervisory Board member at Deniz Bank AG, Austria. Since 2024, Mr Johannes Proksch has been a member of the Management Board (Chief Financial Officer) of Luminor Bank AS, Estonia. Both competitors operate in markets different to Addiko, so any potential conflict of interest is considered negligible. All regulatory checks required were carried out by the Compliance Department in 2023 and 2024 respectively. In addition, both Supervisory Board members were advised to abstain from voting and from discussions on topics that may give rise to conflicts of interest in all banks.

Corporate Structure

General

Addiko is a stock corporation incorporated under Austrian law with a Management Board and a Supervisory Board (two-tier system).

The Management Board manages the company in accordance with the law and the provisions of Addiko’s Articles of Association. In doing so, it takes into account the interests of shareholders and employees as well as the public interest, with the aim of creating sustainable value in the interests of the company.

The Management Board passes its resolutions in compliance with all relevant legal provisions, Addiko’s Articles of Association and its Rules of Procedure. The Management Board is also committed to complying with all relevant statutory and internal provisions. Furthermore, the Management Board ensures that efficient internal measures and policies are provided and observed, such as Addiko’s Code of Business Conduct and Ethics.

The tasks of the Management Board include, in particular, the strategic orientation of the company, resource allocation, financial accounting and reporting, ensuring effective risk management and risk control as well as correct business processes and effective oversight of the company.

The Management Board works in close coordination with the Supervisory Board, based on a relationship of trust for the benefit of the company. The Management Board informs the Supervisory Board - at least to the extent required by legal and organisational frameworks - of all matters relevant to the company in relation to corporate strategy, planning, business development as well as the risk situation and risk management, personnel development and compliance with legal provisions.

The Supervisory Board appoints the members of the Management Board, decides on their remuneration and monitors and evaluates their activities annually. The Supervisory Board advises the Management Board with regard to setting the business strategy. It is involved in decision-making in compliance with relevant legal provisions, the Articles of Association and the Rules of Procedure.

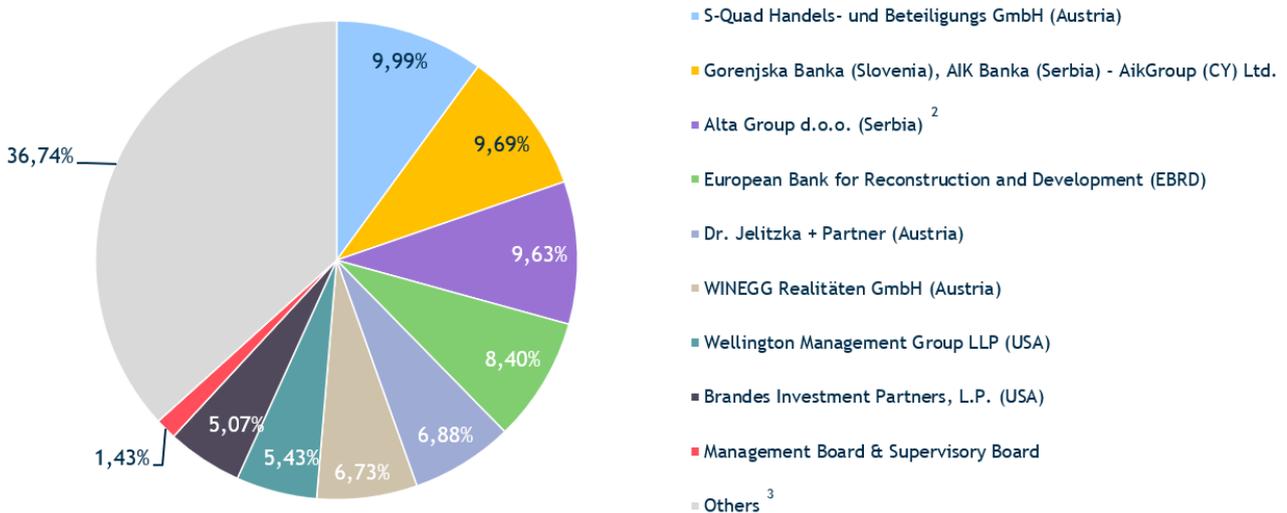
Figure 1 - Addiko’s corporate bodies as at 31 December 2025



Shareholders and General Meeting

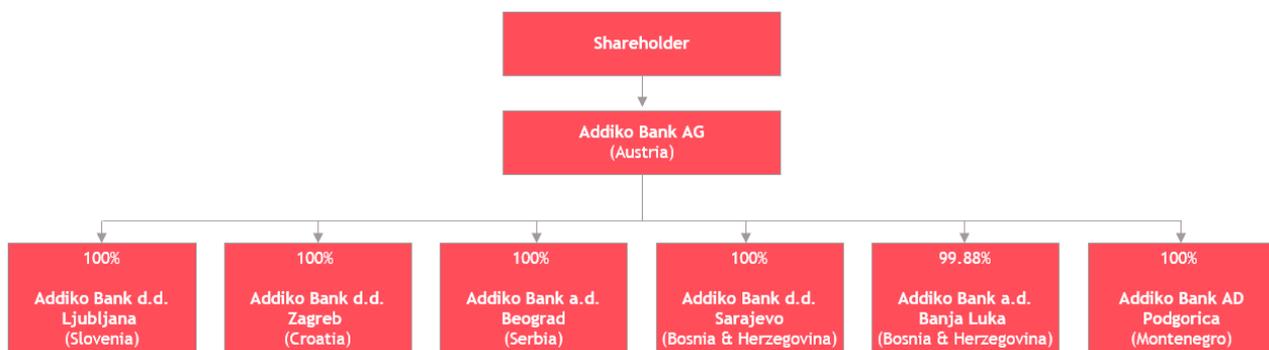
The General Meeting of Addiko consists of the company’s shareholders. In the 2025 financial year, an Ordinary Annual General Meeting was convened on 18 April 2025. Addiko’s share capital amounts to EUR 195,000,000 and is divided into 19,500,000 no-par value bearer shares, each representing an equal share of the share capital. The current ownership structure is shown in Figure 2.

Figure 2 - Ownership structure of Addiko as at 31 December 2025¹



Addiko's Shareholding Structure

Figure 3 - Shareholding structure as at 31 December 2025



¹ Figure 2 is based on shareholding notifications, personal transactions by executives, and sources that Addiko considers reliable. Shareholdings of less than 4 % are shown in aggregate. Addiko does not guarantee the accuracy or completeness of the presentation of the shareholder structure.

² In the participation notification published on 3 July 2025, Alta Group d.o.o. announced that its company name had been changed from “Alta Pay Group d.o.o.” to “Alta Group d.o.o.” on April 9 2025, and that the expiration date for the financial and other instruments held (totaling 19.96 %) had been extended from 30 June 2025 to 30 June 2026.

³ Includes treasury shares acquired by Addiko as part of share buybacks. The company currently holds 212,858 treasury shares.

Supervisory Board

Members of the Supervisory Board of Addiko Bank AG as at 31 December 2025

[C-58, L-60, ESR52-GOV1-21b]

As at year-end 2025, the Supervisory Board consisted of five shareholder representatives and two members delegated by the Works Council:

Name	Function	Year of birth	First appointment	End of term
Kurt Pribil	Chair	1957	10.07.2020	AGM 2026
Johannes Proksch	Deputy Chair	1969	14.04.2022	AGM 2028
Sava Ivanov Dalbokov	Member	1973	14.04.2022	AGM 2028
Monika Wildner	Member	1971	10.07.2020	AGM 2027
Frank Schwab	Member	1969	27.11.2020	AGM 2027
Christian Lobner	Member / Works Council	1978	22.09.2015	until revocation
Thomas Wieser	Member / Works Council	1980	29.07.2019	until revocation

Members who left the Supervisory Board in 2025

[C-58]

No member left the Supervisory Board in 2025.

State Commissioners as at 31 December 2025

Name	Function	Year of birth	First appointment	End of term
Vanessa Koch	State Commissioner	1989	01.03.2019	29.02.2029
Lisa Marie Haas	Deputy State Commissioner	1989	01.03.2019	29.02.2029

Supervisory board mandates and comparable functions in other listed companies

[C-58]

None of the Supervisory Board members holds another supervisory board mandate or exercises a comparable function in another stock-listed company.

Independence of Supervisory Board members pursuant to § 28a BWG and C-Rule 53 ACGC

[C-53]

Pursuant to § 28a para. 5a item 2 BWG, the supervisory board of a credit institution of significant importance must include at least two members who are independent within the meaning of § 28a para. 5b BWG. In addition, C-Rule 53 of the ACGC requires that the majority of the members of the Supervisory Board elected by the General Meeting or delegated by shareholders under the Articles of Association be independent of the company and its Management Board.

According to C-Rule 53 of the ACGC, a Supervisory Board member is deemed independent if he/she has no business or personal relationship with the company or its Management Board that gives rise to a material conflict of interest and is therefore likely to influence the behaviour of the Supervisory Board member. To specify the statutory requirements under § 28a paras. 5a and 5b BWG, the Supervisory Board together with the Management Board set out criteria for assessing independence in the Group Fit & Proper Policy, guided by the following ACGC Annex 1 “Guidelines for Independence”:

- The Supervisory Board member should not have been a member of the Management Board or a senior executive of the company or any of its subsidiaries during the past five years.

- The Supervisory Board member should not maintain, or have maintained in the last year, a business relationship with the company or any of its subsidiaries to an extent significant for the Supervisory Board member. This also applies to business relationships with companies in which the Supervisory Board member has a significant economic interest, but not to the holding of governing functions within the Group. The approval of individual transactions by the Supervisory Board pursuant to L-Rule 48 of the ACGC does not automatically result in a qualification as not independent.
- The Supervisory Board member should not have been the company's auditor or a participant or employee of the auditing firm in the last three years.
- The Supervisory Board member should not be a Management Board member of another company in which a Management Board member of the company is a Supervisory Board member.
- A Supervisory Board member should not belong to the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with an entrepreneurial participation or who represent the interests of such a shareholder.
- The Supervisory Board member should not be a close family member (direct descendants, spouse, partner, parents, uncles, aunts, siblings, nieces, nephews) of a Management Board member or of persons in any of the positions described above.

Based on the defined criteria, each member of the Supervisory Board has declared to the Supervisory Board, under his or her own responsibility, whether he or she is independent. The following members are therefore independent Supervisory Board members:

Name

Kurt Pribil

Sava Ivanov Dalbokov

Monika Wildner

Frank Schwab

Independent Supervisory Board members pursuant to C-Rule 54

[C-54, ESRS2-GOV1-21e]

In companies with a free float of more than 20%, at least one of the Supervisory Board members elected by the General Meeting or delegated by shareholders pursuant to the Articles of Association must be an independent member under C-Rule 53 who is not a shareholder holding more than 10% or a representative of such shareholder. In companies with a free float of more than 50%, at least two members must meet these criteria.

The following are independent Supervisory Board members pursuant to C-Rule 54:

Name

Kurt Pribil

Sava Ivanov Dalbokov

Monika Wildner

Frank Schwab

Working methods of the Supervisory Board

[L-60]

Within its remit and on the basis of the provisions laid down by law, the Articles of Association and the Rules of Procedure, the Supervisory Board monitors and advises the members of the Management Board and is involved in all decisions of fundamental importance for the company. The Supervisory Board cooperates closely and in a spirit of trust with the Management Board for the benefit of the company.

The Supervisory Board decides on the appointment and dismissal of members of the Management Board, including long-term succession planning based on proposals from the Committee for Management Board Affairs and the recommendations of the Nomination Committee. Furthermore, based on recommendations from the Remuneration Committee, the Supervisory Board determines the total remuneration of the individual members of the Management Board, resolves the remuneration policy for the Management Board and reviews it regularly.

The Supervisory Board meets at least once per quarter. In addition, further ad-hoc meetings are to be held as required. Meetings of the Supervisory Board are convened by its chair. If necessary, agenda items may be dealt with in the Supervisory Board and its committees without the participation of Management Board members.

Supervisory Board Activity Report

[C-36, C-58]

During the reporting period, the Supervisory Board was convened for five meetings and seven resolutions were adopted by circular resolution.

Attendance at meetings by the Supervisory Board members was as follows:

Name	Function	Meetings attended
Kurt Pribil	Chair	5
Johannes Proksch	Deputy Chair	4
Sava Ivanov Dalbokov	Member	5
Monika Wildner	Member	5
Frank Schwab	Member	5
Christian Lobner	Member / Works Council	5
Thomas Wieser	Member / Works Council	5

In 2025, and based on reports on risks arising from banking activities, the Supervisory Board discussed with the Management Board the adequacy of capitalisation and liquidity in the Addiko Group. The Management Board regularly informed the Supervisory Board about regulatory developments and resulting measures.

The Supervisory Board regularly received and thoroughly reviewed reports from Internal Audit, the Compliance function, and the internal control and risk function.

The Management Board discussed strategies and material measures in detail with the Supervisory Board. Transactions requiring approval were presented to the Supervisory Board so that the Supervisory Board could pass appropriate resolutions. The Supervisory Board had sufficient opportunity to examine the Management Board's reports and proposals for resolutions in detail.

The Supervisory Board reviewed the separate financial statements, the consolidated financial statements and the consolidated sustainability statement, the report of the Management Board and the Corporate Governance Report, as well as the Supervisory Board report for 2024.

Among other things, the Supervisory Board also decided on the 2026 budget, the updated recovery plan, changes to the business, risk and ESG strategies, the internal audit policies, the internal audit strategy and audit plan, the compliance policies, the risk appetite report, the remuneration policy as well as the fit-and-proper assessment of the Management Board and Supervisory Board members.

In 2025, the Supervisory Board proposed the election of the auditor for the separate and consolidated financial statements and the sustainability statement for the period 2027-2029. This resolution will be submitted to the 2026

General Meeting. In addition, the Supervisory Board proposed the re-election of two Supervisory Board members at the 2026 General Meeting.

The chair of the Supervisory Board and, where relevant, the chairs of the Supervisory Board committees were promptly informed by the CEO or the responsible Management Board member about important events that are of material significance for the assessment of the position and development as well as the management of the Addiko Group. The chair of the Supervisory Board regularly consults with shareholder representatives on Supervisory Board matters and informs the Supervisory Board about the key points of these consultations.

Committees of the Supervisory Board

[C-34, C-39]

The Supervisory Board has established six standing committees: the Credit and Risk Committee, the Audit, Compliance and AML Committee, the Nomination Committee, the Remuneration Committee, the Digitalisation and IT Committee, and the Committee for Management Board Affairs. The committees plan and coordinate their work independently and liaise as necessary. The committee chairs report to the Supervisory Board on their work at regular intervals.

The establishment of these committees and their decision-making powers are set out in the current Rules of Procedure of Addiko’s Supervisory Board, in § 92 of the Stock Corporation Act (AktG), in the Austrian Banking Act (BWG) and in the EBA Guidelines on internal governance (EBA/GL/2021/05).

The nomination of committee members by the Works Council is carried out in accordance with the provisions of the Labour Constitution Act.

Credit and Risk Committee

Name	Function
Sava Ivanov Dalbokov	Chair since 26.04.2022
Johannes Proksch	Deputy Chair since 26.04.2022
Kurt Pribil	Member since 26.04.2022
Frank Schwab	Member since 26.04.2022
Christian Lobner	Member since 26.04.2022

The Credit and Risk Committee held five meetings.

The Credit and Risk Committee is an advisory committee of Addiko’s Supervisory Board. In accordance with the Rules of Procedure, it is the highest credit approval body for granting loans and credits to customers or a group of connected clients (“Group of Borrowers”). This authority relates to credit decisions for groups of connected clients within the Group’s competence, e.g. for gross exposure amounts exceeding the credit approval authority of the respective subsidiary. In addition, any intra-group limits concerning any risk positions/investments for all subsidiaries within the Addiko Group must be approved by the Credit and Risk Committee.

Furthermore, the Credit and Risk Committee advises the Management Board on current and future risk appetite and risk strategy and monitors the risk strategy pursuant to § 39 para. 2b items 1-14 BWG. This also includes discussing the digital operational resilience strategy before it is adopted by the Supervisory Board. The committee also reviews capitalisation and liquidity and assesses whether the prices of the services offered by the Addiko Group adequately reflect the business model and risk strategy. In addition, the Credit and Risk Committee advises on the Group’s recovery plan and submits it to the Supervisory Board for decision.

The committee works closely with those committees that may influence the risk strategy (e.g. Audit, Compliance and AML Committee) and exchanges views regularly with Addiko’s internal control functions, in particular with risk management functions.

In 2025, among other matters, the committee discussed the ex-ante and ex-post risk assessment for the Remuneration Committee and presented the annual overview of country limits.

Audit, Compliance and AML Committee

Name	Function
Monika Wildner	Chair since 26.04.2022
Sava Ivanov Dalbokov	Deputy Chair since 01.01.2024
Johannes Proksch	Member since 01.01.2024
Frank Schwab	Member since 26.04.2022
Christian Lobner	Member since 26.04.2022

In the 2025 financial year, the Audit, Compliance and AML Committee held a total of five meetings and adopted one circular resolution.

The Audit, Compliance and AML Committee is an advisory committee of the Supervisory Board and has limited decision-making powers. The key responsibilities of this committee in accordance with § 92 para. 4 AktG and § 63a para. 4 BWG include the review of the separate and consolidated financial statements including the consolidated sustainability statement, and the preparation of the Supervisory Board's resolution on the approval of the financial statements and the proposal on the appropriation of profits. The committee also reviews the Supervisory Board's report and the (consolidated) management report. The committee receives the sustainability statement, reports to the Supervisory Board on it and makes further recommendations. Furthermore, the committee sets the tender criteria for external auditors, conducts the audit tender and ultimately recommends the selection of the external auditor to the Supervisory Board. The Head of Internal Audit reports regularly to the Audit, Compliance and AML Committee on the audit plan, its implementation and key audit findings.

The committee chair invites the bank auditor to an additional meeting in which communication between the company and its bank auditor is discussed without the presence of the Management Board.

In addition, the committee monitors the effectiveness of Internal Audit, the Compliance and AML function, the internal control system and the company's risk function, reviews them in detail and provides recommendations where appropriate.

In 2025, among other things, the committee proposed to the Supervisory Board the election of the auditor for the separate and consolidated financial statements and the sustainability statement for the period 2027-2029. This resolution will be submitted to the 2026 General Meeting.

Nomination Committee

Name	Function
Johannes Proksch	Chair since 01.01.2024
Monika Wildner	Deputy Chair since 01.01.2024
Kurt Pribil	Member since 01.01.2024
Sava Ivanov Dalbokov	Member since 01.01.2024
Frank Schwab	Member since 01.01.2024
Thomas Wieser	Member since 01.01.2024

The committee held four meetings.

The Nomination Committee submits proposals to the Supervisory Board for the filling of vacant Management Board mandates and other key positions and, prior to the General Meeting, prepares a candidate list for any potential election to the Supervisory Board. Candidates are selected based on knowledge, skills and experience.

The committee conducts regular fit and proper assessments of the Management Board and Supervisory Board members with respect to their knowledge, skills and experience. It regularly evaluates the structure, size, composition and performance of the Management Board and the Supervisory Board. The committee oversees the recruitment process for senior management including the Management Board. It monitors any approvals that may be required where senior management or Management Board members intend to assume managerial functions (supervisory board member, management board member, managing director or general partner) in other companies.

The committee sets targets for the under-represented gender on the Management Board and Supervisory Board and develops a strategy to achieve these targets.

The committee also submits proposals to the Supervisory Board for filling vacant Supervisory Board mandates, applying all statutory rules and regulations, e.g. L-Rule 52 of the ACGC (e.g. diversity, women’s quota).

In 2025, among other matters, the committee assessed the individual and collective suitability requirements for members of the Supervisory Board and the Management Board, the suitability and propriety of key functions, amendments to the Group Fit & Proper Policy and the Group Diversity & Inclusion Policy, and proposed the nomination for the re-election of Supervisory Board members Kurt Pribil and Frank Schwab at the 2026 General Meeting.

Remuneration Committee

Name	Function
Frank Schwab	Chair since 01.01.2024
Kurt Pribil	Deputy Chair since 01.01.2024
Sava Ivanov Dalbokov	Member since 01.01.2024
Monika Wildner	Member since 01.01.2024
Christian Lobner	Member since 01.01.2024

The committee held four meetings.

The Remuneration Committee deals with the general principles of Addiko’s remuneration policy, including its annual independent internal review.

The Remuneration Committee makes recommendations to the Supervisory Board regarding the remuneration policy, including the remuneration of Management Board members. It prepares resolutions on remuneration matters, including those affecting the risk profile and risk management of Addiko and to be adopted by the Supervisory Board. It controls and monitors the remuneration policy, remuneration practices and remuneration-based incentive structures, including the general guidelines for the remuneration policy for the Management Board.

It reviews the appropriateness of the remuneration policy and makes it available to shareholders.

The committee also assesses the achievement of performance targets and the need for ex-post adjustments.

In 2025, among other matters, the committee discussed and assessed the criteria for activating the variable remuneration components for 2024, the achievement of performance targets and the long-term elements of the PAIF, the 2024 remuneration report and the assessment of the Group remuneration policy; it set the 2026 performance targets for Management Board members and introduced a new long-term incentive plan for a further three-year period. In doing so, the committee took sustainability aspects into account for senior management, including Management Board members and key position holders.

Committee for Management Board Affairs

Name	Function
Kurt Pribil	Chair since 26.04.2022
Sava Ivanov Dalbokov	Deputy Chair since 26.04.2022
Johannes Proksch	Member since 26.04.2022
Frank Schwab	Member since 26.04.2022

The committee held one meeting in 2025.

The Committee for Management Board Affairs is a decision-making body that represents Addiko in legal transactions with Management Board members pursuant to § 97 AktG. The committee is responsible for preparing and negotiating service agreements with Management Board members, including the negotiation of fixed and variable remuneration components. Where share options are involved, this must be resolved by the Supervisory Board. The Committee for Management Board Affairs prepares the appointment and dismissal of Management Board members and advises the Supervisory Board and the Remuneration Committee.

Digitalisation and IT Committee

Name	Position
Frank Schwab	Chair since 26.04.2022
Monika Wildner	Deputy Chair since 26.04.2022
Sava Ivanov Dalbokov	Member since 26.04.2022
Johannes Proksch	Member since 26.04.2022
Thomas Wieser	Member since 26.04.2022

The Digitalisation and IT Committee held four meetings in the 2025 financial year.

The Digitalisation Committee was established as a specialist advisory body of the Supervisory Board with limited decision-making powers.

This committee supports the Supervisory Board and the Management Board, for example, in monitoring and implementing the Addiko Group's digitalisation strategy, Addiko's current and future IT landscape and IT infrastructure, as well as the further development of digital business areas, digitalisation, open banking and cooperation with fintech companies.

The Digitalisation and IT Committee is to be informed by the responsible Management Board member as soon as possible about new digitalisation and IT projects, enabling the committee to inform the Supervisory Board in good time about the project scope as well as the effects on Addiko's current and future IT structure. The committee reviews individual projects and issues recommendations for decisions to the Supervisory Board.

Self-evaluation of the Supervisory Board members

[C-36]

The Supervisory Board deals annually with the efficiency of its activities, in particular its organisation and working methods (self-evaluation).

The Supervisory Board conducted a self-evaluation of its activities for the 2025 financial year in accordance with C-Rule 36 ACGC on 4 March 2026. Using the self-evaluation questionnaires recommended by the ACGC, it reviewed the efficiency of its activities.

Management Board

Members of the Management Board of Addiko Bank AG at year-end 2025 and allocation of responsibilities

[C-16, L-60]

Name	Function	Year of birth	First appointment	End of term
Herbert Juranek	CEO	1966	01.05.2021	31.12.2027
Tadej Krasovec	CRO	1977	01.06.2021	30.06.2028
Ganesh Krishnamoorthi	CMO & CIO	1977	01.08.2020	31.12.2028
Edgar Flagg	CFO	1979	01.06.2022	30.06.2028



Herbert Juranek
Chief Executive Officer (CEO)

Group People & Culture
Board Office
Group Legal & Board Affairs⁷
Group Treasury & ALM
Group Audit, Group Compliance & AML⁸



Tadej Krasovec
Chief Risk Officer (CRO)

Group Integrated Risk Management⁴
Group Data & Validation
Group Credit Risk Management
Group Banking Operations



Ganesh Krishnamoorthi
Chief Market, IT & Digitalization Officer (CMO & CIO)

Group Consumer
Group Marketing & Corporate Communications
Group IT
Application Development & Management
Group SME
Group Digital Product
Group Market Expansion
Group Business Intelligence
Group Digital Banking



Edgar Flagg
Chief Financial Officer (CFO)

Group Finance Controlling
Group Accounting & Reporting (incl. Investor Relations)

⁴ The CISO and the ECB SPOC are embedded in this department. Both report directly to the entire Management Board.

⁷ The DPO is organizationally embedded in this department, but reports directly to the entire Management Board.

⁸ These departments report directly to the Management Board and Supervisory Board as independent functions.

Committees of the Management Board

In 2025, the following nine Management Board committees existed:

Group Credit Committee

The Credit Committee decides, as the highest decision-making body at Management Board level, on the granting of credit. It is neither responsible for loans with status “Watch List 2” nor for non-performing loans (NPL). In line with applicable internal policies, the Management Board delegates its approval and voting rights to this committee for all loans that are neither “Watch List 2” nor in default status.

Group Distressed Asset Committee

The Group Distressed Asset Committee is the highest decision-making body at Management Board level for loans and receivables with status “Watch List 2” or non-performing loans. The Management Board delegates its approval and voting rights for loans or receivables with status “Watch List 2” or non-performing loans to this committee in accordance with the currently applicable internal policies, including decisions on non-binding recommendations to the relevant local committees in the subsidiary banks.

Group Risk Executive Committee

The Risk Executive Committee is a strategic group-level committee for the risk management and control function to discuss risk-relevant methodological topics, current portfolio developments, the internal control system, sustainability-related topics including climate and environmental risks, and the measures to be taken to achieve the desired objectives. This committee may decide within its delegated remit on all risk-related topics and on reporting to the Supervisory Board.

Group Compliance & AML Committee

The Group Compliance & AML Committee was established to provide the Management Board with a comprehensive overview of relevant compliance and regulatory matters as well as anti-money laundering. In addition, the committee serves as a discussion and advisory forum for risk-mitigating and development measures in connection with these matters.

Group Outsourcing Committee

The Group Outsourcing Committee is an advisory and decision-making body responsible for approving outsourcing and ICT service contracts, as well as for ensuring the risk and performance management of outsourced services and ICT services.

Group Project Portfolio & Initiative Steering Committee

The Group Project Portfolio & Initiative Steering Committee acts as a decision-making body for the approval of new group projects that are already budgeted, provided that they do not require approval by the Supervisory Board. The committee also determines the successful completion of projects. It monitors the progress of group projects as well as local projects and initiatives and takes corrective measures where necessary.

Group Asset & Liability Committee

The remit of the Group Asset & Liability Committee is to manage market and liquidity risks arising from the assets and liabilities of the Addiko Group. Based on the reports and proposals presented, the members of this committee take decisions on key activities with the aim of positioning Addiko in line with expected market and liquidity developments and optimising the balance sheet structure from a risk-return perspective.

Group IT Costs & Investment Committee

The Group IT Costs & Investment Committee is responsible for implementing Addiko’s and the Addiko Group’s investment and cost plans relating to IT projects and IT investments. This committee is intended to ensure continuous improvement in cost management in all subsidiaries and to carry out other activities as set out in internal policies. This committee makes recommendations to Addiko’s subsidiary banks in accordance with the financial planning and budgeting policy.

Group Data Governance Committee

The remit of the Group Data Governance Committee is to manage data-related issues. Among other things, this committee decides on the initiation and prioritisation of data-related tasks and confirms organisational responsibility for data management. The committee’s tasks include, inter alia, providing information on data governance objectives and strategies, data-governance-related projects and initiatives, and organisational responsibility for data governance.

Working methods of the Management Board

[C-16, C-60]

The Management Board manages Addiko under its own responsibility, unless transactions and measures are assigned to the General Meeting or the Supervisory Board. Annex 1 to this report lists all transactions and measures that go beyond § 95 para. 5 AktG and require the approval of the Supervisory Board.

The Management Board meets at least weekly. In 2025, the Management Board held 49 meetings and adopted 10 circular resolutions. Current business performance, strategic issues and significant regulatory matters were regularly discussed and debated.

Further information on the working methods of the Management Board can be found in the section “Corporate Structure” (see above).

Supervisory mandates and comparable functions in non-group companies

[C-16, 26]

No member of the Management Board held additional supervisory board mandates or comparable functions in non-group companies.

Mandates and contracts of the members of the Management Board and the Supervisory Board

Management Board Members

Name	Subsidiary	Body	Function
Herbert Juranek	Addiko Bank d.d., Croatia	Supervisory Board	Chair (since 22.12.2021)
Ganesh Krishnamoorthi	Addiko Bank a.d., Serbia	Board of Directors	Chair (since 23.11.2021)
Tadej Krasovec	Addiko Bank a.d., Banja Luka, Bosnia and Herzegovina	Supervisory Board	Chair (since 11.11.2021)
	Addiko Bank a.d., Montenegro	Supervisory Board	Chair (since 24.09.2021)
Edgar Flagg	Addiko Bank d.d., Slovenia	Supervisory Board	Chair (since 26.06.2022)
	Addiko Bank d.d., Sarajevo, Bosnia and Herzegovina	Supervisory Board	Chair (since 15.12.2021)

Supervisory Board Members

As at 31 December 2025, no member of Addiko’s Supervisory Board held a supervisory board mandate in the subsidiaries of Addiko Bank AG.

Contracts with the Supervisory Board Members

[C-48, C-49]

In the 2025 financial year, none of the Supervisory Board members provided services to Addiko or any of its subsidiaries outside of his or her activities as a Supervisory Board member. In 2025, Addiko also did not conclude contracts with companies in which a member of Addiko’s Supervisory Board has a significant economic interest.

Measures to Promote Women

General

Addiko recognises the value of variety and diversity. The Bank is committed to fostering an inclusive environment in which everyone feels valued and respected. In line with European and national law, the Addiko Group’s Diversity & Inclusion Policy aims to embed diversity and inclusion principles across all areas of the business and to ensure an environment free from any discrimination.

Addiko’s Supervisory Board is responsible for the strategic direction and for setting the objectives of the Diversity & Inclusion Policy in internal policies for the Addiko Group. In addition, it reviews the composition of the Management Board annually and conducts a self-evaluation. In 2025, the diversity strategy and the objectives set included voluntary measures and initiatives to promote the proportion of women on the Supervisory Board, the Management Board and in leadership positions.

Building on the successful implementation of the first three-year Diversity & Inclusion Plan from 2019, the extended 2022-2024 strategy and current measures, Addiko aims for the period 2025-2027 to actively advance these initiatives across the entire Addiko Group. By the end of 2028 at the latest, enhanced diversity and inclusion objectives will be set. Furthermore, quantitative targets are to be defined and achieved to ensure a more balanced gender ratio on the Supervisory Board, the Management Board and the wider senior management. At the time of publication of this Corporate Governance Report, the Austrian Act about stricter rules on gender parity in supervisory boards has only been published as a government bill. Should this Act enter into force, Addiko will duly take the statutory requirements into account in its future diversity and inclusion objectives.

The strategic action plan is structured to cover different categories of diversity and inclusion and to promote an inclusive workplace culture. These categories include:

- i. Equality objectives
- ii. Recruitment and selection process
- iii. Career management
- iv. Learning and development programmes
- v. Remuneration
- vi. Benchmarking and best-practice standards

Based on recent years’ efforts, Addiko currently aims to achieve the following KPIs to strengthen the representation of the under-represented gender in management and leadership positions:

KPI Type	KPI Category	KPI Value	Deadline
Quantitative	Composition of the Supervisory Board at Addiko, considering the under-represented gender	20 %	31.12.2027
Quantitative	Composition of the Management Board at Addiko, considering the under-represented gender	20 %	31.12.2028
Quantitative	Composition at B-1 management level at Addiko, considering the under-represented gender	40 %	31.12.2027

Addiko reserves the right to revise the aforementioned KPI values and implementation timelines in 2026.

In 2025, 43.2% of all Supervisory Board members in the Addiko Group were female. At Addiko Bank AG, the figure was 20%.

Women on the Management Board, Supervisory Board and in managerial positions

[L-60, ESR52-GOV1-21d]

Women on the Management Board, the Supervisory Board and in managerial positions as at 31 December 2025

Function	Addiko Bank AG ⁹		Addiko Group	
	Female Members	% share	Female Members	% share
Supervisory Board	1	20.0 %	16	43.2 %
Management Board	0	0.0 %	5	22.7 %
Senior Management (B-1)	7	38.9 %	55	46.6 %

Diversity Concept

Promotion of Diversity and Inclusion

[L-60]

Addiko is committed to promoting diversity and fostering an inclusive culture. This commitment is not only a moral imperative but also a strategic necessity to remain relevant for customers, employees, shareholders and society, while achieving excellence within statutory and regulatory frameworks. Promoting diversity means bringing a wide range of skills and perspectives into the bank and integrating them, thereby strengthening its openness, awareness and focus on the diverse societies it serves. At its core, an inclusive culture is about fostering a sense of belonging in the workplace, where individual employees are encouraged to make authentic and meaningful contributions.

By cultivating a diverse and inclusive culture, Addiko creates equal opportunities for its employees and generates value for the organisation both as an employer and as a business entity. Addiko unlocks the full potential of its people, gives the bank a competitive edge and reaffirms its commitment to being a sustainably managed company.

Through its commitment to diversity and inclusion management, Addiko upholds the following guiding principles:

1. **Ensure equal treatment and equal opportunities:** Addiko is committed to treating all people equally and providing opportunities for advancement, irrespective of diversity factors.
2. **Prevent discrimination:** Addiko firmly rejects all forms of discrimination and promotes an environment in which everyone feels respected and valued.
3. **Promote diversity and inclusion:** Addiko actively fosters a diverse and inclusive workforce, recognising that diversity enriches the organisation and drives innovation.
4. **Implement best practices:** Best practices are implemented to secure a competitive advantage and to ensure that diversity and inclusion are integral to Addiko's business strategy.
5. **Leverage diverse talent pools:** Addiko recognises the market potential of diverse talent pools and seeks to harness the strengths of people with different backgrounds and experiences.
6. **Create an open organisational environment:** Addiko establishes policies and initiatives that promote openness and inclusion and a workplace free from discrimination where individuals can thrive.

Addiko has presented its third action plan to promote diversity and inclusion. This is a targeted three-year strategy to promote diversity and inclusion initiatives across Addiko's geographic footprint between 2025 and 2027. The plan demonstrates our commitment to promoting diversity and serves as a roadmap for implementing specific strategies, initiatives and measurable actions to effectively promote diversity, equity and inclusion.

With the plan, Addiko pursues its strategic effort to systematically address gender balance at all leadership levels. The three-year gender objectives for group-wide representation on the Management Board and Supervisory Board will be pursued through targeted efforts and leadership as well as talent-management support. To achieve the newly set diversity and inclusion goals, it will be essential to build on the foundations already laid and to maintain focus.

The composition of the Supervisory Boards across the Addiko Group shows aspects of diversity, including gender, age structure and nationality. When filling management and leadership positions, a balanced gender distribution remains a focus.

The principles of diversity and inclusion are embedded in Addiko's corporate culture and are reflected in how selection, staffing, development, pay equity, talent discussions and internal promotions are conducted. The goal remains to strengthen and further implement good, inclusive working conditions and practices, to leverage diverse

⁹ Excluding Works Council members of Addiko, as neither the shareholders nor the Supervisory Board influence their selection.

internal and external talent, to ensure pay equity, to offer attractive career opportunities and to promote flexible working time arrangements for employees.

Diversity on the Supervisory Board

[L-52]

Diversity aspects are adequately taken into account in the Supervisory Boards of the Addiko Group with regard to the representation of both genders and the age structure and, in listed companies, also the international composition (nationality) of its members in the holding company and in the subsidiaries:

Age structure in the Supervisory Boards of the Addiko Group as at 31 December 2025

Age	Addiko Bank AG ¹⁰		Addiko Group	
	Supervisory Board members	% share	Supervisory Board members	% share
< 40 years	0	0.0 %	1	2.7 %
40 - 49 years	0	0.0 %	17	45.9 %
50 - 60 years	4	80.0 %	15	40.5 %
> 60 years	1	20.0 %	4	10.8 %

Gender of the Supervisory Boards of Addiko and the Addiko Group as at 31 December 2025

Gender	Addiko Bank AG ¹¹		Addiko Group	
	Supervisory Board members	% share	Supervisory Board members	% share
Female	1	20.0 %	16	43.2 %
Male	4	80.0 %	21	56.8 %

Nationalities of the Supervisory Board members of Addiko and the Addiko Group as of 31 December 2025.

Origin	Addiko Bank AG ¹²		Origin	Addiko Group	
	Supervisory Board	% share		Supervisory Boards	% share
Austria	4	80.0 %	Austria	10	27.0 %
Germany	1	20.0 %	Croatia	8	21.6 %
			Bosnia and Herzegovina	6	16.2 %
			Slovenia	4	10.8 %
			Serbia	3	8.1 %
			Montenegro	3	8.1 %
			Italy	1	2.7 %
			Romania	1	2.7 %
			Germany	1	2.7 %

¹⁰ See footnote 9.

¹¹ See footnote 9.

¹² See footnote 9.

External Evaluation

The last external evaluation by Deloitte Audit Wirtschaftsprüfungs GmbH was conducted for the 2023 financial year. As, under C-Rule 62 ACGC, external evaluation of compliance with the C-Rules is only required every three years, Addiko did not conduct an external evaluation for the 2025 financial year.

Vienna, 4 March 2026

Addiko Bank AG

The Management Board

Herbert Juranek m.p.
Chairman of the Management Board

Tadej Krašovec m.p.
Member of the Management Board

Ganesh Krishnamoorthi m.p.
Member of the Management Board

Edgar Flagg m.p.
Member of the Management Board

Annex 1: Transactions and measures exceeding § 95 para. 5 AktG requiring Supervisory Board approval, as at 31 December 2025

Transaction		Threshold (single basis unless stated otherwise)	refers to
1.	Determination of general business policy, including (i) the definition of general principles of corporate policy as well as company's strategy, (ii) medium term plans for the company and the Group for the subsequent 5 financial years, (iii) the commencement or termination of business activities provided that such activities are material or outside the ordinary course of business, (iv) the establishment or closing of branches of the company's subsidiaries, provided that (a) this involves a major economic or financial impact to the company's subsidiary or (b) it refers to a branch in a country, different from the one this subsidiary is registered in	in any case	Group
2.	Allocation of responsibilities within the Management Board	in any case	ABH
3.	Granting power of attorney (<i>Prokura</i>)	in any case	ABH
4.	Establishment and closing of branches of the company as well as changes to the overall organizational structure of the company, e.g. shifting of departments to other streams respectively responsibilities of another Management Board member.	in any case	ABH
5.	Conclusion of cooperation agreements with credit institutions and insurance companies	in any case	Group
6.	Annual budget of the company and the Group for the subsequent financial year.	in any case	Group
7.	Loans, limits and all credit relevant transactions according to the Group Credit Principles		Group
	The Management Board delegates to the Group Credit Committee (GCC) its approval right for all limit and loan applications and its voting right for limit and loan applications, which have to be finally approved in the Credit Committee of Supervisory Board (CC SB). The GCC informs the Management Board prior to submission to the CC SB and the members of the Management Board have the right to make applications to the CC SB.		
	The Supervisory Board delegates to CC SB all approval right for all limit and loan applications and its voting right for limit and loan applications.		
	Client applications submitted to CC SB for approval have to include all approvals made by GCC (and all lower approval authorities, if any) based on delegation of rights (exemptions), done in the period after last CCSB approval for respective client.		
a)	General authorities based on value limitations:		
	- Public Finance and Financial Institutions, Sovereigns/Sub-sovereigns - Rating 1E or better	> MEUR 50 or large exp.	
	- Public Finance and Financial Institutions, Sovereigns/Sub-sovereigns - Rating worse than 1E - PL and WL/NPL	> MEUR 30 or large exp.	
	- Corporate - PL and WL/NPL	> MEUR 15 or large exp.	
b)	Exemptions:		
ba)	any increase/change of exposure up to TEUR 100 "on top" of existing exposure		
bb)	increase of existing exposure:		
	- up to 10 % of GCC approval rights for Corporate and SME clients,		
	- additionally, up to 10 % of GoB exposure for Corporate and SME clients if specific increase is fully cash collateralized,		
	provided that (i) maturity of 3 years (if not fully cash covered) will not be exceeded and (ii) no material deterioration of credit quality will be created by specific decision (max. 3 rating notches)		
bc)	waiver on fulfilment of specific conditions or change of price terms, in each case as set forth in the credit agreement		
bd)	prolongation of (i) review date up to 3 months or (ii) maturity date, including change of repayment schedule, up to 12 months		
be)	write off of interests/fees not recoverable and fully provisioned		

Transaction		Threshold (single basis unless stated otherwise)	refers to
bf)	conclusion of a standstill agreement up to 6 months but not longer than 3 months after maturity date		
bg)	contract cancellation and/or starting a lawsuit to enforce exposure collection		
bh)	changes in collateral unless such change causes deterioration of more than 10 % internal collateral value (methodological changes which trigger ICV deterioration are not to be considered by CC SB); collateral rights have to remain legally valid		
bi)	collateral sale/release up to a collateral value of up to €m 1, if financial offset corresponds to internal collateral value or falls below up to €t 50		
c)	All limit and loan applications achieving respectively exceeding the large exposure limits pursuant to section 28b BWG in conjunction with Art 392 of Regulation (EC) No. 575/2013 (CRR) require the prior approval of the CC SB.		
8.	Intragroup limits to affiliated companies referring to any kind of exposure/investment	in any case	Group
9.	In relation to a subsidiary (i) the establishment, reorganisation (in terms of merger or spin-off) and liquidation of a subsidiary, (ii) equity capital measures (especially - but not limited to - debt to equity swaps) relating to a subsidiary, and (iii) purchase (including those from capital increase measures), sale and pledge of shares of a subsidiary and <i>provided further</i> that in each such case the Supervisory Board shall be informed without undue delay irrespective of the applicable threshold.	> MEUR 5 transaction value	Group
10.	Purchase, sale and mortgaging/pledging of assets	> MEUR 5 transaction value	Group
11.	Guarantees and warranty commitments	> MEUR 100	Group
12.a)	Issuing, repurchasing, changing of terms, or early redemption of regulatory capital instruments	in any case	Group
b)	Regarding issuing, repurchasing, changing of terms or early redemption of regulatory capital instruments in local banks.	> MEUR 10	Group without ABH
13.	Issuance of other, non-regulatory capital instruments (e.g, bonds, including <i>Schuldscheindarlehen</i> , covered bonds, equity linked instruments, etc.)	in any case	Group
14.	Borrowing monies for a term of more than one year (e.g., interbank funding)	> MEUR 100	Group
15.	Operational expenses / capital expenditures calculated on an aggregate basis for the entire project/transaction other than (i) personnel costs, (ii) OPEX resulting from existing continuing obligations or (iii) already approved in the annual budget or (iv) the continuation or renewal of existing services at materially similar terms in the ordinary course of business	> MEUR 0.5	Group
16.	Approval of taking over any executive, advisory or supervisory function by a member of the Management Board or by a Managing Director (B-1) in a political party, a private/public enterprise outside the Group or a (business-related) non-profit organization	in any case	ABH
17.	Transactions pursuant to section 28 BWG or section 80 AktG relating to persons outlined in section 28 BWG and section 80 AktG (Persons Concerned ¹³). No credits shall be granted to members of the Management Board, the Supervisory Board or executives of the company, as well as their relatives, other than to members of the Management Board and the Supervisory Board who may obtain credit cards or limits on any other current accounts up to €t 5, provided that the requirements in section 28 BWG are fulfilled. This shall also apply to any major transactions concluded by company's subsidiaries that are of relevance to the Group.	in any case	Group
18.	Entering into agreements with members of the Supervisory Board through which they undertake to provide services to the company or a subsidiary.	in any case	ABH

¹³ Persons Concerned are company's members of the Management Board, members of the Supervisory Board and executives of the company, legal representatives and senior executives in its subordinate and superordinate undertakings as well as the relatives of the persons indicated before and third parties acting for the account of a person indicated before.

Transaction		Threshold (single basis unless stated otherwise)	refers to
19.	Contracts with the auditor on additional consulting or other services which do not bear a direct relationship to auditing of the annual financial statements	in any case	ABH
20.	Definition of principles for remuneration systems (fixed and variable remuneration components) including the granting of participations in profit and sales and guaranteed pension payments to executives within the meaning of section 80 (1) AktG, taking into account section 39b BWG	in any case	ABH
21.	Granting options on company shares to employees and executives of the company or a company's subsidiary as well as to members of the Management and Supervisory Board of Group companies, as well as definition of principles for granting of participations in profit and sales and guaranteed pension payments.	in any case	ABH
22.	Transactions of related parties within the meaning of Regulation (EC) No 1606/2002	>5% consolidated balance sheet	Group