

Addiko Bank AG  
Vienna, FN 350921 k

**Proposed resolutions of the Supervisory Board  
for the  
Extraordinary General Meeting  
on  
10 July 2020**

## **1. Election of the auditor and group auditor for the 2021 financial year**

The Supervisory Board proposes that KPMG Austria GmbH - Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed auditor and group auditor for the financial year 2021 in accordance with a recommendation of the Audit and Compliance Committee.

In accordance with Article 16 (2) of Regulation (EU) No. 537/2014 (EU Auditor Regulation), the Audit and Compliance Committee of the Supervisory Board has recommended KPMG Austria GmbH - Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, and BDO Austria Holding Wirtschaftsprüfung GmbH for the above-mentioned auditing services and notified a justified preference for KPMG Austria GmbH - Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna. In its recommendation to the Supervisory Board, the Audit and Compliance Committee stated that the latter is free from undue influence by third parties and that no clause of the kind referred to in Article 16 (6) of the EU Auditing Regulation has been imposed on it.

## **2. Resolution on the remuneration policy**

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Austrian Stock Corporation Act (remuneration policy).

The remuneration policy must be submitted to the General Meeting for adoption at least every fourth financial year (as well as in the case of any significant change). At Addiko Bank AG, this is required for the first time at the General Meeting in business year 2020 (section 262 para 41 of the Austrian Stock Corporation Act).

The vote at the General Meeting on the remuneration policy shall be of a recommendatory nature. The resolution is not contestable (section 78b para. 1 of the Austrian Stock Corporation Act).

The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with section 108 para. 1 AktG.

Pursuant to Section 108 para. 4 no. 4 AktG, this proposal for a resolution by the Supervisory Board and the remuneration policy (concerning the principles for the remuneration of the members of the Management Board and the Supervisory Board) must be made available on the website entered in the commercial register from the 21st day before the General Meeting.

The Nomination and Remuneration Committee of the Supervisory Board of Addiko Bank AG has established the principles for the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78a AktG and section 78a in conjunction with section 98a AktG and the Supervisory Board of Addiko Bank AG has adopted the remuneration policy. The remuneration policy on the principles for the remuneration of the members of the Management Board and the remuneration policy on the principles for the remuneration of the members of the Supervisory Board will be made available on the website of Addiko Bank AG [www.addiko.com](http://www.addiko.com), which is entered in the commercial register, no later than 19 June 2020 (21st day before the General Meeting).

The Supervisory Board proposes to adopt the remuneration policy on the principles for the remuneration of the members of the Management Board and the remuneration policy on the principles for the remuneration of the members of the Supervisory Board, as made available on the website of Addiko Bank AG registered in the commercial register.

The remuneration policy on the principles for the remuneration of the members of the Management Board and the remuneration policy on the principles for the remuneration of the members of the Supervisory Board are attached to this resolution proposal as *Annexes . / 1 and . / 2*.

### **3. Election of members of the Supervisory Board**

Mr. Hermann-Josef Lamberti, former Chairman of the Supervisory Board, resigned his mandate on 15 May 2020.

If an elected member resigns from the Supervisory Board before the end of his or her ordinary term of office, a replacement may be elected at the next General Meeting. The term of office of the member newly elected after a member of the Supervisory Board has resigned ends at the point in time at which the term of office of the resigning member would have expired (item 12.7 of the Articles of Association of Addiko Bank AG).

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When electing members of the Supervisory Board, the General Meeting must pay attention to the professional and personal qualifications of the members as well as to a composition of the Supervisory Board that is professionally balanced with regard to the structure and business field of the company. Furthermore, aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure must be taken into account appropriately.

The Supervisory Board of Addiko Bank AG currently consists of five members elected by the General Meeting and two members delegated by the works council pursuant to section 110 ArbVG. In order to regain the number of five shareholder representatives on the Supervisory Board, an additional member must be elected. If the number of Supervisory Board members to be elected by the General Meeting is increased to six as proposed, the Supervisory Board as a whole (i.e. including the members delegated by the Works Council) will consist of up to nine members.

The Supervisory Board proposes to the General Meeting:

1) *"The number of members of the Supervisory Board to be elected by the General Meeting will be increased from the current five members to six members".*

2) *"Dr. Monika Wildner, born on 10 December 1971, is elected to the Supervisory Board of Addiko Bank AG with effect from the end of the Extraordinary General Meeting of Addiko Bank AG to replace the retired member Hermann-Josef Lamberti until the end of the general meeting which resolves on the discharge for the financial year 2021".*

3. In case Dr. Monika Wildner is not elected to replace the retired member Hermann-Josef Lamberti

*"Dkfm. Michael Mendel, born on 13 June 1957, is elected to the Supervisory Board of Addiko Bank AG with effect from the end of the Extraordinary General Meeting of Addiko Bank AG to replace the retired member Hermann-Josef Lamberti until the end of the General Meeting that resolves on the discharge for the financial year 2021."*

4. In case neither Dr. Monika Wildner nor Dkfm. Michael Mendel are elected to replace the retired member Hermann-Josef Lamberti:

*"Dr. Andreas Tuczka, born on 11 February 1971, is elected to the Supervisory Board of Addiko Bank AG with effect from the end of the Extraordinary General Meeting of Addiko Bank AG to*

*replace the retired member Hermann-Josef Lamberti until the end of the General Meeting which resolves on the discharge for the financial year 2021.”*

5. In case Dr. Monika Wildner was not elected to the Supervisory Board to replace the retired member Hermann-Josef Lamberti:

*“Dr. Monika Wildner, born on 10 December 1971, is elected as a new member of the Supervisory Board of Addiko Bank AG with effect from the end of the Extraordinary General Meeting of Addiko Bank AG until the end of the General Meeting which resolves on the discharge for the financial year 2023”.*

6. In case Dkfm. Michael Mendel was not elected to the Supervisory Board to replace the retired member Hermann-Josef Lamberti

*“Dkfm. Michael Mendel, born on 13 June 1957, is elected as a new member of the Supervisory Board of Addiko Bank AG with effect from the end of the extraordinary general meeting of Addiko Bank AG until the end of the general meeting which resolves on the discharge for the financial year 2023.”*

7. In case neither Dr. Monika Wildner nor Mr. Michael Mendel was elected as a new member of the Supervisory Board

*“Dr. Andreas Tuczka, born on 11 February 1971, is elected as a new member of the Supervisory Board of Addiko Bank AG with effect from the end of the Extraordinary General Meeting of Addiko Bank AG until the end of the General Meeting which resolves on the discharge for the financial year 2023.”*

Each of the proposed candidates has submitted a declaration in accordance with section 87 para 2 Austrian Stock Corporation Act. These are available on the company's website: [www.addiko.com](http://www.addiko.com).

The Nomination and Remuneration Committee of the Supervisory Board of Addiko Bank AG has drawn up a list of criteria for the selection of Supervisory Board members of Addiko Bank AG, on the basis of which the professional and personal suitability of the candidates is evaluated, taking into account the best interests of the company and the achievement of the goals of Addiko Bank AG. Other factors for the assessment are ensuring a balanced composition of the Supervisory Board in terms of expertise and taking appropriate account of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure. As a result of this evaluation process, the Supervisory Board decided, on the recommendation of the Nomination and

Remuneration Committee, to propose the two highest rated individuals, Dr. Monika Wildner and Dkfm. Michael Mendel, to the General Meeting for election to the Supervisory Board.

The term of office of the election proposals, which deviates from the election proposals of the shareholder DDM Invest III AG with regard to Dr. Monika Wildner and Dr. Andreas Tuczka, is based on the fact that the Articles of Association, as explained above, expressly stipulate in item 12.7 that the term of office of a newly elected member after a member of the Supervisory Board has left the Supervisory Board ends at the point in time at which the term of office of the member who has left would have expired (in the case in question, this point in time is the end of the General Meeting which resolves on the discharge for the 2021 financial year).

On the other hand, the Supervisory Board of Addiko Bank AG, irrespective of the maximum term of office for the members of the Supervisory Board elected by the General Meeting as stipulated in the Articles of Association, adheres to the practice of limiting the terms of office of the elected Supervisory Board members to three years. This gives the elected member of the Supervisory Board time to familiarise himself sufficiently with the tasks associated with the Supervisory Board function and to make a contribution to the welfare of the company, while at the same time a term of office not exceeding three years ensures the necessary flexibility in terms of effective corporate governance.

In the event of an increase in the number of Supervisory Board members to be elected by the General Meeting, the Company falls within the scope of Section 86 para.7 of the Austrian Stock Corporation Act (AktG), which requires that at least 30 percent of the Supervisory Board members shall be women. Since the Supervisory Board has waived its right to object to the fulfilment of the minimum shareholding as a whole (overall fulfilment), at least two of the eight Supervisory Board members must be women in order to comply with the minimum shareholding requirement. Currently, one member of the Supervisory Board is a woman, which is why the election of Dr. Monika Wildner would mean that the minimum shareholding requirement would be met.

Vienna, on 19 June 2020

Chairman of the Supervisory Board

Hans-Hermann Lotter m.p.

# Addiko Bank

This document is a translation of the German original version. In case of any doubt the German original version prevails.