

## RESOLUTION PROPOSAL

for the ordinary General Assembly of  
Addiko Bank AG

on 27 November 2020

1. **Presentation of the annual financial statements including the management report and consolidated corporate governance report, the consolidated financial statements including the group management report and consolidated non-financial report, the proposal for the appropriation of profits and the report submitted by the Supervisory Board for the 2019 business year**

Since the submission of the aforementioned documents is only for the information of the General Assembly, there will be no resolution on this agenda item.

The 2019 annual financial statements have already been approved by the Supervisory Board and have thus been adopted.

2. **Resolution on the allocation of profits**

On 27 July 2020, the European Central Bank recommended that until 1 January 2021 no dividends are paid out and no irrevocable commitment to pay out dividends is undertaken by credit institutions for the financial years 2019 and 2020 (Recommendation of the European Central Bank of 27 July 2020 on dividend distributions during the COVID-19 pandemic and repealing Recommendation ECB/2020/19 (ECB/2020/35) (2020/C 251/01)).

Whether the European Central Bank will extend this recommendation or publish a new recommendation cannot be foreseen at present. In particular, it is not possible to foresee the criteria that would, if any, allow a dividend payment.

The Management Board and the Supervisory Board consider it necessary in the interest of the company to comply with the recommendations of the European Central Bank. If the current recommendation of the European Central Bank is extended or a new recommendation of the European Central Bank is published, the Management Board will have to determine whether this recommendation is contrary to a dividend distribution.

Should these two conditions precedent for a dividend payment not have been met by March 10, 2021 (which also applies if any substantive or formal requirements for a permissible dividend payment are not or not fully met), no dividend will be paid, particularly since the distribution of the balance sheet profit will have to be resolved at the next following General Assembly.

*“The Management Board and the Supervisory Board propose that from the balance sheet profit of EUR 40,000,000 shown in the annual financial statements as of December 31, 2019, subject to the conditions precedent that (i) neither a recommendation of the European Central Bank would in the company's view conflict with a distribution of dividends nor a legally mandatory distribution ban is effective or applicable, and (ii) at the time the preceding condition precedent is satisfied, the Common Equity Tier 1 capital ratio of Addiko Bank AG after distribution of the dividend single and consolidated is not lower than 18.6%, a dividend of EUR 2.05 is distributed for each dividend-entitled share, i.e. the total amount of the dividend is EUR 39,975,000. If both conditions precedent are not satisfied until March 10, 2021, no dividend distribution shall take place. To the extent the balance sheet profit is not distributed in accordance with the above, it shall be carried forward to a new account.*

*The remaining amount of EUR 25,000 will be carried forward on new account in anyway.*

*Furthermore, the Board of Management and the Supervisory Board propose that the payment date for the dividend be the 20th working day after the satisfaction of both conditions precedent.”*

- 3. Resolution on the discharge of the members of the Management Board for the business year 2019**

*“The Management Board and the Supervisory Board propose to discharge the members of the Management Board in office in business year 2019 for this respective period.”*

4. **Resolution on the discharge of the members of the Supervisory Board for the business year 2019**

*“The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board in office in business year 2019 for this respective period.”*

5. **Resolution on the authorization of the Management Board to acquire own shares for the purpose of offering to employees, executives and members of the Management Board or Supervisory Board of the company or a company affiliated with it to acquire pursuant to § 65 para. No 4 Stock Corporation Act up to 10% of the share capital for a period of 30 months from the day of the resolution by the General Assembly**

The Management Board and the Supervisory Board propose that the following resolution be adopted:

*“Authorization of Addiko Bank AG to acquire own shares for the purpose of offering to employees, executives and members of the Management Board of the company or a company affiliated with it to acquire pursuant to § 65 para. 1 No. 4 AktG up to 10% of the share capital for a period of 30 months from the day of the resolution by the General Assembly. The equivalent value per no par value share to be acquired may not exceed or fall below the arithmetic average of the official closing prices published by the Vienna Stock Exchange of the shares of Addiko Bank AG listed on the Vienna Stock Exchange on the 20 trading days preceding the acquisition by more than 20%. This authorization applies for a period of 30 months from the day of the resolution by the General Assembly and thus ends on May 27, 2023.”*

6. **Resolution on the revocation of the authorization granted at the General Assembly on June 6, 2019 to acquire own shares in accordance with § 65 para. 1 No. 8 and para. 1a and para. 1b Stock Corporation Act (AktG) with a simultaneous authorization of the**

**Management Board to acquire for no specific purpose own shares of up to 10% of the share capital in accordance with § 65 para. 1 No. 8 AktG for a period of 30 months from the day of the resolution of the General Assembly**

The General Assembly of the company has resolved on June 6, 2019 to authorize the Management Board to acquire up to 10% of the company's share capital as own shares of the company within the meaning of § 65 of the Stock Corporation Act and to sell the acquired shares on the Vienna Stock Exchange in accordance with § 65 paras. 8, 1a and 1b of the Stock Corporation Act, provided that the Company is listed on a stock exchange. This authorization should be revoked and granted again, with the 30 months duration starting anew.

The Management Board and the Supervisory Board propose that the following resolutions be adopted:

a) *"Revocation of the authorization granted at the General Assembly on June 6, 2019 to acquire own shares in accordance with § 65 para. 1 No. 8 and para. 1a and para. 1b Stock Corporation Act AktG."*

b) *"Authorization of Addiko Bank AG according to § 65 para. 1 No. 8 AktG to purchase own shares. Trading in own shares for profit is expressly excluded. The shares to be acquired may not exceed 10% of the share capital. The equivalent value per no par value share to be acquired may not exceed or fall below the arithmetic average of the official closing prices published by the Vienna Stock Exchange of the shares of Addiko Bank AG listed on the Vienna Stock Exchange on the 20 trading days preceding the acquisition by more than 20%. The Management Board is authorized to sell shares acquired based on this resolution. The Management Board is obliged to publish the respective buyback program as well as its duration and any resale program immediately before implementation in accordance with the provisions of the Stock Exchange Act. Every buyback and, if applicable, resale program must comply with the principle of equal treatment of shareholders in accordance with § 47a AktG. The share of the share capital associated with own shares acquired by the company in accordance with § 65 paras. 1 No. 1, 4, 7 and 8 AktG, together with other own shares that the company has already acquired and still owns, may not exceed 10% of the*

*share capital. This authorization is valid for a period of 30 months from the day of the resolution of the General Assembly and therefore ends on May 27, 2023."*

## **7. Resolution on the Remuneration Policy of the Management Board**

At the Extraordinary General Assembly of Addiko Bank AG on July 10, 2020, the remuneration policy of the Management Board of Addiko Bank AG and the remuneration policy of the Supervisory Board of Addiko Bank AG were presented as item 2 of the agenda.

In the vote on the remuneration policy of the Management Board of Addiko Bank AG and the remuneration policy of the Supervisory Board of Addiko Bank AG, the motion for a resolution regarding the remuneration policy of the Management Board of Addiko Bank AG did not achieve the required majority and the General Assembly thus rejected the remuneration policy of the Management Board of Addiko Bank AG, as presented to the General Assembly on July 10, 2020 for resolution.

In accordance with § 78b para. 2 AktG, Addiko Bank AG therefore has to present a revised remuneration policy at the next General Assembly, which will now be held on November 27, 2020.

The vote in the General Assembly on the remuneration policy is of a recommendatory nature. The resolution cannot be challenged (§ 78b para. 1 AktG).

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

This resolution proposal of the Supervisory Board and the remuneration policy have to be made, in accordance with § 108 para. 4 No. 4 AktG, available on the website entered in the commercial register from the 21st day before the General Assembly.

In the meeting on November 4, 2020, the Supervisory Board of Addiko Bank AG set up the principles for the remuneration and the revised remuneration policy of the Management Board of Addiko Bank AG in accordance with § 78a in conjunction with § 98a AktG.

The revised remuneration policy of the Addiko Bank AG Management Board will be made available on November 6, 2020 (21st day before the General Assembly) at the latest on the Addiko Bank AG website [www.addiko.com](http://www.addiko.com) stated in the commercial register.

The Supervisory Board proposes that the revised remuneration policy for the Management Board of Addiko Bank AG, as made available on the website entered in the commercial register, be adopted.

The reviewed remuneration policy of the Board of Management of Addiko Bank AG is attached to this proposed resolution as Annex ./1.

## **8. Elections to the Supervisory Board**

### **a) General**

The Chairman of the Supervisory Board, Hans-Hermann Lotter, has announced his resignation from his function as Chairman and Member of the Supervisory Board at the end of the ordinary General Meeting in the 4th quarter of 2020, i.e. at the end of this General Meeting, which is to take place on November 27, 2020.

Henning Giesecke has also announced his resignation from his position as Deputy Chairman and Member of the Supervisory Board at the end of the upcoming General Meeting on November 27, 2020.

### **b) Composition of the Supervisory Board**

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

The Supervisory Board currently consists of six shareholders' representatives.

As a result of the resignation of Messrs. Lotter and Giesecke, two shareholder representatives would have to be elected at the general meeting in order to achieve this number again.

The Supervisory Board proposes that all two Supervisory Board seats that become vacant be filled so that, after the election at the General Meeting on November 27, 2020, the Supervisory Board will again consist of six shareholder representatives elected by the General Meeting.

Section 86 (7) of the AktG applies to Addiko Bank AG, although no objection was raised in accordance with Section 86 (9) of the AktG.

After the last General Meeting, the Supervisory Board consists of six shareholder representatives and two members delegated by the works council in accordance with Section 110 ArbVG. Of the six shareholder representatives, four are men and two are women. Both of the two employee representatives are men. In order to meet the requirements of Section 86 (7) AktG within the framework of overall compliance, at least two seats in eight Supervisory Board seats must be occupied by women. The requirement of Section 86 (7) AktG is thus currently met and also with the election of two men in the General Meeting.

Shareholders who submit an election proposal to increase the number of current Supervisory Board seats on item 8 of the Agenda, "Elections to the Supervisory Board", must take into account the requirement pursuant to Section 86 (7) AktG. An election contrary to Section 86 (7) AktG is invalid.

## **c) Resolution Proposals**

The Supervisory Board proposes that Herbert Juranek, year of birth 1966, and Frank Schwab, year of birth 1963, be elected to the Supervisory Board with effect from the end of this General Meeting, in accordance with Article 12.2 of the Articles of Association or Section 87 (7) AktG until the end of the General Meeting, which decides on the discharge for the 2021 financial year.

The Nomination Committee of the Supervisory Board prepared these proposals and, when selecting the possible candidates, also took into account all the proposals that shareholders have made to the Supervisory Board to date. When submitting the proposal within the meaning of Section 87 (2a) AktG, attention was paid to the professional and personal qualifications of the member as well as the professionally balanced composition of the Supervisory Board and aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members appropriately.

It is planned to vote separately on each vacant position (two positions) in the upcoming General Meeting (individual vote).

We reserve the right to rank the proposed persons for the individual positions.

Each proposed person has made a declaration in accordance with Section 87 (2) AktG, which is also available on the company's website, and in particular declares that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, after assessing the proposed person, there are no circumstances that could give rise to concerns about his bias
2. the proposed person has not been legally convicted of any criminal offense, in particular none that calls into question his professional reliability in accordance with Section 87 (2a) sentence 3 AktG, and
3. There are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG.

The General Meeting is bound to the election proposals in the following way. Proposals for the election of members of the Supervisory Board including the declarations pursuant to Section 87 (2) AktG for each proposed person must be made available on the company's website no later than November 20, 2020 (5th working day before the General Meeting), otherwise the person concerned must not be included in the vote may be. This also applies to election proposals from shareholders in accordance with Section 110 AktG, which must be received by the company in text form no later than November 18, 2020 (7th working day before the General Meeting), whereby reference is made to the convocation.



Vienna, November 4, 2020

The Chairman of the Supervisory Board

Hans-Hermann Lotter m.p.

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