

Addiko Bank AG
Vienna, FN 350921 k

**Proposed resolutions of the Management Board and the Supervisory Board
for the Annual General Meeting
14 April 2022**

- 1. Presentation of the annual financial statements including the management report and the consolidated corporate governance report, the consolidated financial statements including the group management report and consolidated non-financial report, the proposal for the appropriation of profits and the report for the 2021 financial year submitted by the Supervisory Board**

Since the presentation of the above-mentioned documents serves only to inform the Annual General Meeting (“AGM”), there will be no resolution on this agenda item.

The financial statements for 2021 have already been approved by the Supervisory Board and are thus adopted.

- 2. Resolution on the appropriation of the net profit**

Pursuant to Austrian GAAP in connection with the Austrian Banking Act, Addiko Bank AG generated net accumulated profits in the amount of EUR 38,800,000 in the financial year 2021.

“The Management Board and Supervisory Board propose that the balance sheet profit for the 2021 financial year in the amount of EUR 38,800,000 (in words: Euro thirty-eight million eight hundred thousand) shall be carried forward to new account.”

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2021**

“The Management Board and the Supervisory Board propose to discharge the members of the Management Board incumbent in the financial year 2021 for this period.”

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2021**

“The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board incumbent in the financial year 2021 for this period.”

5. Election of the auditor and group auditor for the financial year 2023

The Supervisory Board proposes that KPMG Austria GmbH - Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed auditor and group auditor for the financial year 2023 in accordance with the recommendation of the Audit Committee.

In accordance with Article 16 (2) of Regulation (EU) No. 537/2014 (EU Auditor Regulation), the Audit 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 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.

6. Resolution on the Remuneration Report

The Management Board and the Supervisory Board of a listed company must prepare a clear and understandable remuneration report for the remuneration of the members of the Management Board and the Supervisory Board in accordance with § 78c and § 78c in conjunction with § 98a Stock Corporation Act (“AktG”).

The remuneration report has to offer a comprehensive overview of the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board in the course of the last financial year within the framework of the remuneration policy (§ 78a and § 78a in conjunction with § 98a AktG), including all benefits in any form.

The remuneration report for the last financial year must be submitted to the Annual General Meeting for approval. The vote is of recommendatory nature. The resolution cannot be challenged (§ 78d (1) and § 78d (1) in conjunction with § 98a AktG).

The Management Board and the Supervisory Board have to make a proposal for a resolution on the remuneration report in accordance with § 108 (1) AktG.

At the meeting on 8 March 2022, the Management Board and the Supervisory Board of Addiko Bank AG resolved a remuneration report in accordance with § 78c and § 78c in conjunction with § 98a AktG and made a resolution proposal in accordance with § 108 (1) AktG.

“The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2021, as attached in the Annex hereto, be adopted.”

The remuneration report is attached to this proposed resolution as Annex ./1.

7. Resolution on the Remuneration Policy of the Management Board

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board in accordance with § 78a “AktG” (remuneration policy). The remuneration policy must be submitted to the General Meeting for adoption in the case of any significant change in accordance with § 78b AktG. The remuneration policy adopted in the General Meeting on 26 April 2021 was changed in 2021.

The vote at the General Meeting on the remuneration policy shall be of recommendatory nature. The resolution cannot be challenged (§ 78b (1) AktG). The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with § 108 (1) AktG. Pursuant to § 108 (4) no. 4 AktG, this proposal for a resolution by the Supervisory Board and the amended remuneration policy (concerning the principles for the remuneration of the members of the Management Board) must be made available on the website entered in the commercial register from the 21st day before the Annual General Meeting.

The Supervisory Board of Addiko Bank AG in its meeting on 8 March 2022 has established the amended principles for the remuneration of the members of the Management Board pursuant to § 78a AktG and the Supervisory Board of Addiko Bank AG has adopted the amended remuneration policy. The amended remuneration policy on the principles for the remuneration of the members of the Management Board will be made available on the website of Addiko Bank AG, which is entered in the commercial register, no later than 24 March 2022 (the 21st day before the Annual General Meeting).

“The Supervisory Board proposes to adopt the amended remuneration policy on the principles for the remuneration of the members of the Management Board, as attached in the Annex hereto.”

The amended remuneration policy on the principles for the remuneration of the members of the Management is attached to this resolution proposal as Annex ./2.

8. Election to the Supervisory Board

The terms of office of Dragica Pilipovic Chaffey, Sebastian Prinz von Schoenaich-Carolath, Dr. Monika Wildner, Frank Schwab and Pieter van Groos end with the Annual General Meeting on 14 April 2022.

In accordance with Article 12.1 of the Articles of Association, the Supervisory Board consists of three to eight members elected by the Annual General Meeting (“shareholder representatives”). The Supervisory Board is currently made up of six shareholder representatives. Five members would now have to be elected at the upcoming Annual General Meeting in order to reach the previous number again.

The Supervisory Board proposes filling the five mandates so that after the election at the Annual General Meeting on 14 April 2022, the Supervisory Board will again consist of six members elected by the Annual General Meeting.

“The Supervisory Board proposes the following order

- *Position 1) Dragica Pilipovic-Chaffey until the end of the Annual General Assembly voting on the discharge for the business year 2024,*
- *Position 2) Sebastian Prinz Schoenaich-Carolath until the end of the Annual General Assembly voting on the discharge for the business year 2024,*
- *Position 3) Dr. Monika Wildner until the end of the Annual General Assembly voting on the discharge for the business year 2024,*
- *Position 4) Frank Schwab until the end of the Annual General Assembly voting on the discharge for the business year 2024, and*
- *Position 5) Pieter van Groos until the end of the Annual General Assembly voting on the discharge for the business year 2024,*

to be elected to the Supervisory Board with effect from the end of this Annual General Meeting.”

The proposed persons have submitted a declaration in accordance with Section 87 (2) AktG, which is also available on the company's website, and in particular declare that

1. All circumstances in connection with Section 87 (2) AktG have been disclosed and, according to the assessment of the proposed person, there are no circumstances that could justify concern about his/her bias,
2. the proposed person has not been legally sentenced to any criminal act, in particular not to any such as would call into question his or her professional reliability pursuant to Section 87 (2a) sentence 3 AktG, and
3. there are no obstacles to the appointment within the meaning of Section 86 (2) and (4) AktG.

When making the proposal within the meaning of Section 87 (2a) AktG, the Supervisory Board paid attention to the professional and personal qualifications of the member as well as to the technically 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 and the internationality of the members are adequately taken into account.

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

After the last Annual General Meeting, the Supervisory Board consists of six capital 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. Of the two employee representatives, two are men. In order to meet the requirement of Section 86 (7) AktG within the framework of overall compliance, at least two seats on the Supervisory Board must be occupied by women. The requirement of Section 86 (7) AktG is therefore currently met and also in the election of three men and two women in the Annual General Meeting.

Shareholders who submit an election proposal increasing the number of current Supervisory Board seats for item 8 “Elections to the Supervisory Board” on the agenda must consider the requirement pursuant to Section 86 (7) AktG. An election contrary to Section 86 (7) AktG is invalid.

* * *

Annex ./1: Remuneration Report

Annex ./2: Amended Remuneration Policy on the Principles for the Remuneration of the Members of the Management Board

Vienna, in March 2022

The Management Board

Herbert Juranek m.p.
Chairman

Tadej Krasovec m.p.

Ganesh Krishnamoorthi m.p.

The Chairman of the Supervisory Board

Dr. Kurt Pribil m.p.

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