

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

Proposed resolutions of the Management Board and the Supervisory Board for the Annual General Meeting on 21 April 2023

- 1. Presentation of the approved 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 resolution proposal for the appropriation of the net profits and the report for the 2022 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 proposal on this agenda item.

The financial statements for 2022 have already been approved by the Supervisory Board and are thus adopted.

- 2. Resolution on the appropriation of the balance sheet profit**

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

"The balance sheet profit for the financial year 2022 in the amount of EUR 1.21 (one Euro and twenty-one Eurocents) per share, i.e., EUR 23,600,000 (twenty-three million six hundred thousand Euro) in total, shall be distributed on 4 May 2023 to each shareholder entitled to a dividend on the record date 2 May 2023. The remaining part in the amount of EUR 7,700,000 (seven million seven hundred thousand Euro) shall be carried forward to a new account."

Note: Pursuant to Austrian GAAP in connection with the Austrian Banking Act, Addiko Bank AG generated net accumulated profits available for distribution in the amount of EUR 31,300,000 (thirty-one million three hundred thousand Euro) in the financial year 2022, which includes the recorded balance sheet profit for the financial year 2021 of EUR 38,800,000 million (thirty-eight million eight hundred thousand Euro) which was carried forward.

The dividend proposal is based on the currently valid dividend policy of distributing 60% of the group result, and also includes a distribution of 60% the group result for the year 2021, which follows the decision on the rejection of the so-called Swiss Franc Law by the Constitutional Court of the Republic of Slovenia.

- 3. Resolution on the discharge of the members of the Management Board for the 2022 financial year**

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

"All members of the Management Board incumbent in the financial year 2022 are granted discharge for the financial year 2022."

4. Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

“All members of the Supervisory Board incumbent in the financial year 2022 are granted discharge for the financial year 2022.”

5. Election of the auditor (bank auditor) for the annual and consolidated financial statements 2024

The Supervisory Board proposes that the AGM adopts the following resolution:

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, shall be elected auditor and group auditor for the financial year 2024 in accordance with the recommendation of the Audit Committee of the Supervisory Board.”

Note: In accordance with Articles 16 para. 2 and 17 paras. 1 and 2 of Regulation (EU) No. 537/2014 (EU Auditor Regulation), the Audit Committee of the Supervisory Board has recommended the renewal of the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, 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 proposed auditor is free from improper influence by third parties and that no clause of the kind referred to in Article 16 para. 6 of the EU Auditing Regulation has been imposed on it.

6. Resolution on the remuneration report

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

“The remuneration report for the financial year 2022, as attached in the Annex hereto, is adopted.”

The remuneration report for the financial year 2022 as approved by the Management Board and the Supervisory Board is attached to these resolution proposals as Annex ./1.

Note: 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 § 98a in conjunction with § 78c of the Austrian Stock Corporation Act (*Aktiengesetz* - “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 § 98a in conjunction with § 78a 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 para. 1 and § 98a in conjunction with § 78d para.1 AktG).

The management board and the supervisory board have to make a proposal for a resolution on the remuneration report in accordance with § 108 para. 1 AktG.

At the meeting on 3 March 2023, the Management Board and the Supervisory Board of the Company resolved a remuneration report in accordance with § 78c and § 98a in conjunction with § 78c AktG and made a resolution proposal in accordance with § 108 para. 1 AktG.

7. Resolution on

a) the Remuneration Policy of the Management Board

The Supervisory Board proposes that the AGM adopts the following resolution:

“The amended remuneration policy of the Management Board, as attached in the Annex hereto, is adopted.”

The amended remuneration policy of the Management Board as prepared by the Supervisory Board is attached to this resolution proposal as Annex ./2.

Note: The supervisory board of a listed company must prepare principles for the remuneration 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 Annual General Meeting of the Company on 24 April 2022 was changed in 2022 for the period starting from 1 January 2023.

The resolution of the general meeting on the remuneration policy is of recommendatory nature. The resolution cannot be challenged (§ 78b para. 1 AktG).

The Supervisory Board in its meeting on 3 March 2023 has prepared the amended remuneration policy for the Management Board pursuant to § 78a AktG. The amended remuneration policy for the Management Board will be made available on the website of the Company, which is entered in the commercial register, no later than 31 March 2023 (the 21st day before the AGM).

b) the variable remuneration components within the meaning of para. 8b of the Annex to § 39b Austrian Banking Act

The Supervisory Board proposes that the AGM adopts the following resolution:

„The variable remuneration component of the remuneration of the members of the Management Board of Addiko Bank AG may be, in case of the activation of the long-term component of the Performance Acceleration Incentive Framework (“PAIF”), increased as follows:

For the CEO Mr. Herbert Juranek to up to 162%, for the CMO/CIO Mr. Ganesh Krishnamoorthi to up to 135% and for the CFO Mr. Edgar Flaggel to up to 135% of the and for the CRO Mr. Tadej Krasovec to up to 75% of the fixed remuneration component, in each case for the financial years 2023, 2024 and 2025. “

Note: At the AGM 2021, which took place on 26 April 2021, the Supervisory Board proposed, and the AGM 2021 approved, the Long Term Incentive Program (“LTI”) for the CEO, Mr. Herbert Juranek. The LTI was exclusively approved for the CEO and

contained the same maximum amount of variable remuneration, namely 162% of the fixed remuneration, as proposed above. Despite achieving all goals set by the Company's strategy, the LTI was not activated and eventually terminated due to external effects on the Company's stock price, such as the impact of the Swiss Franc Law in Slovenia. The LTI is therefore obsolete and no payments under the LTI were made.

The Supervisory Board, in the interest of the Company, would like to continue with the Company's successful strategy and aims to achieve the challenging and ambitious mid-term goals of the Company. Therefore, the Supervisory Board deems it important to incentivise the CEO as well as all other members of the Management Board. The current Management Board has been working in this set-up since the end of the second quarter 2021 and proven their ability to execute the strategic goals of the Company. To ensure continuity within the Management Board, the Supervisory Board proposes continuing the successful cooperation and aligning shareholder interests with the interests of the Company's Management Board.

Therefore, the LTI for the CEO was withdrawn and the existing Performance Acceleration Incentive Framework ("PAIF"), which is a long-term variable remuneration component had initially been created for the other members of the Management Board, was fundamentally revised. The newly defined PAIF will now be applicable to all members of the Management Board, including the CEO.

It should be noted that this proposal does not increase the approved remuneration package of the CEO, Mr. Juranek, or any other member of the Management Board but only increases the target amounts of the PAIF reward (long-term), while the amounts of the annual fixed and variable remuneration remain unchanged. The maximum amount of the proposed increase of the PAIF, which can only be realized in case that all defined targets are fully achieved in three subsequent years, amounts to EUR 490,000 on an annual basis for all Management Board members.

When revising the PAIF, all regulatory requirements and applicable laws were taken into account. Inter alia the following framework and requirements were considered:

Regulatory framework:

Pursuant to § 78 AktG, the supervisory board must ensure that the total remuneration of the members of the management board (salaries, profit sharing, expense allowances, insurance fees, commissions, incentive-based remuneration commitments and fringe benefits of all kinds) is appropriate to the tasks and performance of the individual management board member taking into account the situation of the company and the usual remuneration and set long-term behavioural incentives for sustainable corporate development.

Pursuant to § 39b Austrian Banking Act („BWG“), when determining and applying the remuneration policy and practices including management salaries, credit institutions must apply the principles set out in the Annex to § 39b BWG in the manner and to the extent that is appropriate with regard to their size, their internal organization, the nature, scope and complexity of their business, the categories of employees, the type and amount of their remuneration and the impact of their work on the risk profile.

If the variable remuneration component is to be increased to up to 200% of the fixed remuneration component, a prior approval by the shareholders of the credit institution needs to be obtained in accordance with para. 8b of the Annex to § 39b BWG. The credit institution has to render an extensive recommendation which

contains the reasons for an increased variable remuneration component, its volume including the number of eligible employees, their function and the expected impact regarding the capital requirements of the credit institution.

Such an increase in the variable remuneration component must *inter alia* be

- Subject to clear risk-benefit considerations that support a positive medium and long-term development of the credit institution
- Fulfilling aspects of sustainability
- Contain (partial) payments in shares with a fixed retention period
- considering specific risk components which depend on the share price development.

Decisions by the Supervisory Board, respectively the competent committee of the Supervisory Board:

On 19 December 2022, the Nomination and Remuneration Committee of the Supervisory Board and the Supervisory Board of the Company resolved to increase the variable remuneration component for the CEO, the CFO and the CMO/CIO of the Company to up to 200% of the annual fixed remuneration and for the CRO to up to 100% of the annual fixed remuneration for the financial years 2023, 2024 and 2025 subject to

- i) all necessary internal approvals
- ii) if required, necessary regulatory approvals and /or non-prohibitions
- iii) quantitative and qualitative assessments of individual targets in line with the EBA Guidelines on sound remuneration policies and the FMA circular on the principles of remuneration policies and practices.

The Company would like to agree with the Management Board members on a new PAIF, whereby the variable compensation component can exceed the fixed compensation component and reach up to 200% or up to 100% for the CRO of the fixed compensation component. The PAIF relates to a performance period of three years, starting in the financial year 2023, and the variable compensation component can only exceed the fixed compensation component if targets are met within the performance period.

The PAIF is intended to reward the successful transformation and continued implementation of Addiko Group's strategy, which should *inter alia* be reflected in the share price development and capital return, maintaining capital requirements and achieving envisaged financial goals.

The PAIF is therefore designed as a long-term reward scheme with a performance monitoring period of three years. It is composed of the main long-term component, that monitors achievements over the three-year performance period, and a second component that allows annual adjustments.

According to Addiko's Remuneration Policy, variable remuneration components may only be awarded or paid if the financial position of Addiko Group is sustainable and the variable remuneration is justified. Also, variable remuneration components can only be granted if the capital requirements are met. The capital requirements are defined by the capital requirements of the Company and Addiko Group. In addition to the knock-out criteria related to the capital requirements, additional knock-out criteria will be defined for the activation of the variable remuneration pay-out for

each respective business year. These additional knock-out criteria are defined by the Supervisory Board for each business year and may include risk and financial metrics.

For the financial year 2023, the proposal for the knock-out criteria for the activation of the variable remuneration comprises the following indicators:

- Total Capital Ratio
- The year-end Liquidity Coverage Ratio (“LCR”)
- NPE ratio (EBA)
- Profit After Tax
- Individual Achievement of 2023 Targets

In addition to the defined knock-out criteria, which must be met to activate the PAIF, the criterion of success for both the long-term and annual components is the Total Shareholder Return (“TSR”). The TSR is calculated as the sum of:

- Share price development (the change of the Company’s share price) and
- Distribution of earnings/dividends per share (paid in the performance period)

The change of the Company’s share price is calculated as the difference of the Volume Weighted Average Price (“VWAP”) of the shares in the fourth quarter at the end of the performance period and the VWAP in fourth quarter before the beginning of the performance period.

Target TSR values are determined for both long-term and annual components, with the target TSR for the long-term component determined at the beginning of the three-year period and the target TSRs for the annual components before the beginning of each year of the three-year cycle. The weighting of the possible total remuneration through the PAIF is 40% for the annual component and 60% for the long-term component.

For the PAIF cycle 2023-2025, the proposals for the Target TSR values are:

- long-term component for the three-year period: 60% (it represents the targeted increase of total shareholder value which can be achieved during the three-year period compared to the share price of the Company’s shares in the fourth quarter of 2022);
- annual component for 2023: 23% (it represents the targeted increase of total shareholder value in 2023 compared to the share price of Addiko shares in the fourth quarter of 2022).

The variable remuneration is deferred in accordance with applicable regulatory laws and regulations and the Remuneration Policy of the Management Board and therefore 50% of the variable remuneration is allocated in shares and deferred over a period of five years. The ex-ante and ex-post risk adjustments in accordance with applicable regulatory laws and regulations and the remuneration policy of the Management Board are to be applied.

The Supervisory Board requests to approve the increase of the variable remuneration to up to 200% for the CEO, the CFO and the CMO/CIO and for the CRO to up to 100% of the fixed remuneration for the following reasons:

- The Company wants to continue accelerating the transformation and needs the appropriate know-how and thus appropriate incentives through a long-term and shareholder value driven variable remuneration component.

- The PAIF is a market-based remuneration for this major task and the long-term, multi-year goals ensure that shareholder interests are aligned with the interests of the Management Board and safeguarded.
- The remuneration exceeding 100% would only apply if the ambitious quantitative and qualitative targets are achieved within the three-year performance period.
- The variable component of the PAIF does not jeopardize the solid capital resources of the Company, since it can only be paid out upon exceptional performance and compliance with all capital requirements.
- The Company wants to utilize the opportunity to react to new and special challenges with long-term value driven variable remuneration components.
- The variable amount of the remuneration is closely linked to the results of the Company and takes into account the Company's strategy, objectives, market share, acceptable level of risk, all relevant financial and business indicators as well as long-term interests.

Effects on maintaining a solid capital base:

The PAIF never jeopardizes the capital base because the PAIF can only be paid out if the PAIF's inherent goal of complying with all capital requirements is met. Consequently, there is an inherent safeguarding system. In addition, from a quantitative point of view, the amounts that may be disbursed are not of a magnitude that could jeopardize the solid capital base of the Company. In any case, a pay-out of the variable remuneration will be preceded by and dependent upon the confirmation of sufficient capital availability, i.e., the fulfilment of legal and regulatory requirements regarding the capital ratio. In addition, variable remuneration paid out under the PAIF is subject to ex-ante and ex-post risk adjustments.

8. Resolution on:

- a) the revocation of the authorization of the Management Board to acquire own shares of up to 10% of the share capital pursuant to § 65 para. 1 no. 4 AktG; and
- b) the authorization of the Management Board to acquire own shares of up to 10% of the share capital for a period of 30 months from the day of the resolution by the pursuant to § 65 para. 1 no. 4 AktG.

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

- "a) The authorization of the Management Board granted at the Annual General Meeting on 27 November 2020 to acquire own shares of up to 10% of the share capital for a period of 30 months from the day of the resolution by the Annual General Meeting for the purpose of offering to employees, executives and members of the Management Board of the company or a company affiliated with it pursuant to § 65 para. 1 no. 4 AktG shall be revoked to the extent not made use of.*
- b) The Management Board is authorized to acquire own shares in an amount of up to 10% of the share capital for the purpose of offering to employees, executives and members of the Management Board of the company or companies affiliated with it pursuant to § 65 para. 1 no. 4 AktG for a period of 30 months from the day of the resolution by the Annual General Meeting. 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 Annual General Meeting and thus ends on 21 October 2025.”

Note: The authorization of the Management Board granted at the Annual General Meeting on 27 November 2020 to acquire own shares pursuant to § 65 para. 1 no. 4 AktG shall be revoked and renewed for another period of 30 months.

9. Resolution on:

- a) the revocation of the authorization of the Management Board to acquire own shares of up to 10% of the share capital pursuant to § 65 para. 1 no. 8 AktG; and
- b) authorization of the Management Board to acquire own shares of up to 10% of the share capital for a period of 30 months from the day of the resolution of the AGM pursuant to § 65 para. 1 no. 8 AktG.

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

- "a) *The authorization of the Management Board granted at the Annual General Meeting on 27 November 2020 to acquire own shares of up to 10% of the share capital for no specific purpose for a period of 30 months from the day of the resolution by the Annual General Meeting pursuant to § 65 para. 1 no. 8 AktG shall be revoked to the extent not made use of.*
- b) *The Management Board is authorized to acquire own shares of up to 10% of the share capital of the Company for no specific purpose for a period of 30 months from the day of the resolution of the AGM pursuant to § 65 para. 1 no. 8 AktG.*

Trading in own shares for profit is expressly excluded as reason for the repurchase. 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 Annual General Meeting and therefore ends on 21 October 2025.”

Note: The authorization of the Management Board granted at the Annual General Meeting on 6 June 2019 to acquire own shares pursuant to § 65 para. 1 no. 8 AktG shall be revoked and renewed for another period of 30 months.

10. Resolution on:

- a) the revocation of the existing authorized capital (Authorized Capital 2019) adopted pursuant to the resolution of the Annual General Meeting on 6 June 2019;
- b) the authorization of the Management Board pursuant to § 169 AktG, within five years from the date on which the relevant amendment to the Articles of Association is registered in the commercial register, to increase the share capital with the approval of the Supervisory Board, also by excluding statutory subscription right, and to determine the issue price, the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Capital 2023); and
- c) the corresponding amendment of the Articles of Association in Item 5 "Authorized Capital 2019"

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

- "a) The existing authorized capital (Authorized Capital 2019) adopted pursuant to the resolution of the Annual General Meeting on 6 June 2019 shall be revoked.*
- b) The Management Board is authorized pursuant to § 169 Stock Corporation Act to increase the Company`s registered share capital within a period of five years from registration of the respective amendment of the Company's Articles of Association in the commercial register, with the approval of the Supervisory Board, if necessary in several tranches, by an amount of up to EUR 78,000,000 (seventy eight million Euro) by issuing up to 7,800,000 (seven million eight hundred thousand) new ordinary voting bearer shares in return for contributions in cash and/or in kind (also indirectly through a credit institution pursuant to § 153 para. 6 Stock Corporation Act), and to determine the issue price (which may not be below the proportionate amount per share in the company's registered share capital), the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Capital 2023).*

The Management Board is authorized to exclude the statutory subscription right of the shareholders with the consent of the supervisory board (i) if the capital increase is in return for a contribution in kind or (ii) shares are issued to employees, executives and members of the Management Board of the Company or companies affiliated with it in the context of a stock option program or employee participation program. These measures can also be combined.

Authorized capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it, and authorized conditional capital which is used to serve stock options to employees, executives and members of the Management Board of the Company or companies affiliated with it in total must not, together with shares from other eligible sources, exceed EUR 39,000,000 (thirty-nine million Euro).

The Supervisory Board is authorized to resolve on any amendments of the Articles of Association resulting from the issuance of new shares out of the authorized capital.

- c) *The Articles of Association are amended in clause 5 "Authorized Capital" so that this provision now reads as follows:*

5. Genehmigtes Kapital 2023	Authorized Capital 2023
<p>5.1 Der Vorstand ist gemäß § 169 AktG ermächtigt, innerhalb von fünf Jahren nach Eintragung der entsprechenden Satzungsänderung in das Firmenbuch das Grundkapital mit Zustimmung des Aufsichtsrats, gegebenenfalls in mehreren Tranchen, um bis zu EUR 78.000.000 (achtundsiebzig Millionen Euro) durch Ausgabe von bis zu 7.800.000 (sieben Millionen achthunderttausend) neuer stimmberechtigter auf den Inhaber lautender Stückaktien gegen Bar- und/oder Sacheinlagen (auch mittelbar durch ein Kreditinstitut gemäß § 153 Abs. 6 AktG) zu erhöhen und den Ausgabekurs und die Ausgabebedingungen im Einvernehmen mit dem Aufsichtsrat festzulegen (Genehmigtes Kapital 2023).</p>	<p>The Management Board is authorized pursuant to § 169 Stock Corporation Act ("AktG"), within five years from the date on which the relevant amendment to the Articles of Association is registered in the commercial register, to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by an amount of up to EUR 78,000,000 (seventy-eight million Euro) by issuing up to 7,800,000 (seven million eight hundred thousand) new ordinary voting bearer shares in return for contributions in cash and/or in kind (also indirectly through a credit institution pursuant to § 153 para. 6 AktG), and to determine the issue price as well as the issuing conditions in agreement with the Supervisory Board (Authorized Capital 2023).</p>
<p>5.2 Der Vorstand ist ermächtigt, das gesetzliche Bezugsrecht der Aktionäre mit Zustimmung des Aufsichtsrats auszuschließen, wenn (i) die Kapitalerhöhung gegen Sacheinlage erfolgt oder (ii) Aktien an Arbeitnehmer, leitende Angestellte oder Mitglieder des Vorstands der Gesellschaft oder von verbundenen Unternehmen im Rahmen eines Mitarbeiterbeteiligungsprogramms oder eines Aktienoptionsprogramms ausgegeben werden. Diese Maßnahmen können auch kombiniert werden.</p>	<p>The Management Board is authorized to exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board if (i) the capital increase is in return for a contribution in kind or (ii) shares are issued to employees, executives and members of the Management Board of the company or a company affiliated with it in the context of a stock option program or employee participation program. These measures can also be combined.</p>
<p>5.3 Genehmigtes Kapital, das zur Bedienung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des</p>	<p>Authorized capital which is used to serve stock options to employees, executives and members of the Management Board of the company or</p>

<p>Vorstands der Gesellschaft oder mit ihr verbundener Unternehmen verwendet wird, und genehmigtes bedingtes Kapital, das zur Bedienung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstands der Gesellschaft oder mit ihr verbundener Unternehmen genutzt wird, darf gemeinsam mit Aktien aus anderen zulässigen Quellen insgesamt EUR 39.000.000 (neununddreißig Millionen Euro) nicht übersteigen.</p>	<p>companies affiliated with it, and authorized conditional capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it in total must not, together with shares from other eligible sources, exceed EUR 39,000,000 (thirty-nine million Euro).</p>
<p>5.4 Der Aufsichtsrat ist ermächtigt, Änderungen der Satzung, die sich durch die Ausgabe neuer Aktien aus dem genehmigten Kapital ergeben, zu beschließen.</p>	<p>The Supervisory Board is authorized to resolve on any amendments of the Articles of Association resulting from the issuance of new shares out of the authorized capital.</p>

Note: The Annual General Meeting of the Company resolved on 6 June 2019 the Company's Articles of Association authorizing the Management Board pursuant to § 169 of the Austrian Stock Corporation Act to increase the company's registered share capital within a period of five years from registration of the respective amendment of the Company's Articles of Association in the commercial register, with the approval of the Supervisory Board, if necessary in several tranches, by an amount of up to EUR 97,500,000 by issuing up to 9,750,000 new ordinary voting bearer shares in return for contributions in cash and/or in kind (also indirectly through a credit institution pursuant to § 153 para. 6 AktG), also by excluding the statutory subscription rights of the Company's shareholders, subject to the consent of the Supervisory Board, and to determine the issue price as well as the issuing conditions in agreement with the Supervisory Board, as well as the authorization of the Supervisory Board to resolve on amendments of the Company's Articles of Association resulting from the issuance of new shares out of the authorized capital. This authorization should be revoked before expiry of the 5-year period and granted again.

The authorized capital shall support the Management Board in the implementation of strategic goals in the future. The company shall have the possibility to raise additional and necessary capital in a swift and flexible way. A capital increase using authorized capital, also by way of exclusion of or waiving the subscription rights, provides maximum flexibility within equity financing. Thus, the creation of authorized capital aims to provide the company with an instrument that procures funds in a swift and flexible way.

The Authorized Capital 2023 replaces the Authorized Capital 2019. Accordingly, clause 5 of the Articles of Association shall be amended.

11. Resolution on

- a) the authorization of the Management Board pursuant to § 159 para. 3 AktG, within five years from the date on which the relevant amendment to the Articles of Association is registered in the commercial register, to conditionally increase the share capital with the approval of the Supervisory

Board, and to determine the issue price, the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Conditional Capital 2023); and

- b) the corresponding amendment to the Articles of Association by adding a new point 6a. "Authorized Conditional Capital 2023"

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

- “a) *The Management Board is authorized pursuant to § 159 para. 3 Stock Corporation Act within five years from registration of the respective amendment of the Company's Articles of Association in the commercial register, to conditionally increase the Company's registered share capital with the approval of the Supervisory Board, if necessary in several tranches, by an amount of up to EUR 19,500,000 (nineteen million five hundred thousand Euro) by issuing up to 1,950,000 (one million nine hundred fifty thousand) new ordinary voting bearer shares, and to determine the issue price (which may not be below the proportionate amount per share in the company's registered share capital), the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Conditional Capital 2023). The authorized conditional increase of capital shall be implemented only for the purpose of granting stock options to employees, executives and members of the Management Board of the Company or companies affiliated with it.*

Authorized conditional capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it, and authorized capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it in total must not, together with shares from other eligible sources, exceed EUR 39,000,000 (thirty-nine million Euro). The Supervisory Board is authorized to resolve on any amendments of the Articles of Association resulting from the issuance of new shares out of the authorized conditional capital.

- b) *The Articles of Association of the Company are amended by adding a new clause 6a., which reads as follows:*

6.a Genehmigtes Bedingtes Kapital 2023	Authorized Conditional Capital 2023
6a.1 Der Vorstand ist gemäß § 159 Abs. 3 AktG ermächtigt, innerhalb von fünf Jahren nach Eintragung der entsprechenden Satzungsänderung in das Firmenbuch das Grundkapital mit Zustimmung des Aufsichtsrats, erforderlichenfalls in mehreren Tranchen, um bis zu EUR 19.500.000 (neunzehn Millionen fünfhunderttausend Euro) durch Ausgabe von bis zu 1.950.000 (eine Million neuhundertfünfzigtausend)	The Management Board is authorized pursuant to § 159 para. 3 Stock Corporation Act (“AktG”) within five years from registration of the relevant amendment of the Articles of Association in the commercial register, to conditionally increase the registered share capital with the approval of the Supervisory Board, if necessary in several tranches, by an amount of up to EUR 19,500,000 (nineteen million five hundred thousand Euro) by issuing up to 1,950,000 (one million nine hundred and fifty thousand) new ordinary voting

<p>neuen, auf den Inhaber lautenden Stammaktien mit Stimmrecht bedingt zu erhöhen, und den Ausgabebetrag (der pro Aktie nicht unter dem anteiligen Betrag am Grundkapital liegen darf), die Aktienrechte und die Ausgabebedingungen im Einvernehmen mit dem Aufsichtsrat festzulegen (Genehmigtes Bedingtes Kapital 2023). Die genehmigte bedingte Kapitalerhöhung wird nur zum Zwecke der Einräumung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstands der Gesellschaft oder mit ihr verbundener Unternehmen verwendet.</p>	<p>bearer shares and to determine the issue price (which may not be below the proportionate amount per share in the company's registered share capital), the share rights and the issuing conditions in agreement with the Supervisory Board (Authorized Conditional Capital 2023). The authorized conditional increase of capital shall be implemented only for the purpose of granting stock options to employees, executives and members of the Management Board of the Company or companies affiliated with it.</p>
<p>6a.2 Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrats die weiteren Einzelheiten der Durchführung der genehmigten bedingten Kapitalerhöhung gemäß § 159 Abs. 3 AktG zu bestimmen. Der Aufsichtsrat ist ermächtigt, Änderungen der Satzung, die sich durch die Ausgabe neuer Aktien aus dem genehmigten bedingten Kapital ergeben, zu beschließen.</p>	<p>The Management Board is authorized, with the approval of the Supervisory Board, to determine further details of the implementation of the authorized conditional capital increase pursuant to § 159 para. 3 AktG. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of new shares out of the authorized conditional capital.</p>
<p>6a.3 Genehmigtes bedingtes Kapital, das zur Bedienung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstands der Gesellschaft oder mit ihr verbundener Unternehmen verwendet wird, und genehmigtes Kapital, das zur Bedienung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstands der Gesellschaft oder mit ihr verbundener Unternehmen genutzt wird, darf gemeinsam mit Aktien aus anderen zulässigen Quellen insgesamt EUR 39.000.000 (neununddreißig Millionen Euro) nicht übersteigen.</p>	<p>Authorized conditional capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it, and authorized capital which is used to serve stock options to employees, executives and members of the Management Board of the company or companies affiliated with it in total must not, together with shares from other eligible sources, exceed EUR 39,000,000 (thirty-nine million Euro).</p>

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Note: The purpose of creating authorized conditional capital of the Company is to serve stock options of employees, executives and members of the Management Board of the company or companies affiliated with it.

Accordingly, the provisions relating to the Authorized Conditional Capital 2023 shall be included as new clause 6a. in the Articles of Association.

12. Election to the Supervisory Board

The Supervisory Board proposes that the AGM adopts the following resolution:

"Dr. Kurt Pribil is elected as a member of the Supervisory Board with effect as of the end of this Annual General Meeting until the end of the Annual General Meeting voting on his discharge for the business year 2025."

Note: The term of office of Dr. Kurt Pribil only ends with the Annual General Meeting for the business year 2023. The Supervisory Board would like to prematurely extend Dr. Kurt Pribil's term of office until the end of the Annual General Meeting for the business year 2025.

The Supervisory Board was reduced to five members based on the decision of the 2022 Annual General Meeting on 14 April 2022 and with the newly elected members on 26 April 2022 constituted. In this composition, under the direction of the Chairman of the Supervisory Board, Dr. Kurt Pribil, the Company has succeeded in achieving all of the ambitious goals of the transformation program.

From the Supervisory Board's point of view, and in line with the regulator's expectations in relation to the composition of supervisory boards, continuity is a key criterion for success in order to continue a trusting and efficient cooperation within the Supervisory Board and with the Management Board and also for a continuation of the successful implementation of the transformation process over the next three years.

The Supervisory Board therefore proposes the election of Dr. Kurt Pribil at the AGM. The Supervisory Board will again consist of five shareholder representatives.

Dr. Kurt Pribil has submitted a declaration in accordance with § 87 para. 2 AktG, which is also available on the Company's website, and in particular has declared that

1. all circumstances in connection with § 87 para. 2 AktG have been disclosed and, according to the assessment of Dr. Kurt Pribil, there are no circumstances that could justify concerns about a bias of Dr. Kurt Pribil,
2. Dr. Kurt Pribil has not been legally sentenced to any criminal act, in particular not to any such as would call into question his professional reliability pursuant to § 87 para. 2a sentence 3 AktG, and
3. there are no obstacles to the appointment of Dr. Kurt Pribil within the meaning of § 86 paras. 2 and 4 AktG.

When making the proposal within the meaning of § 87 para. 2a AktG, the Supervisory Board paid attention to, and adequately took into account, the professional and personal qualifications of the candidate, 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, the age structure and the internationality of the members of the Supervisory Board.

After the last general meeting, the Supervisory Board has been consisting of five capital representatives and two members delegated by the works council in accordance with § 110 Arbeitsverfassungsgesetz (ArbVG). Of the five shareholder representatives, four are men and one is a woman. All employee representatives are men. § 86 para. 7 AktG does not apply since the Supervisory Board only consists of five shareholder representatives.

Shareholders who submit an election proposal increasing the number of current Supervisory Board seats for item 12. "Election to the Supervisory Board" of the agenda must consider the requirement pursuant to § 86 para. 7 AktG. An election contrary to § 86 para. 7 AktG is invalid pursuant to § 86 para. 8 AktG.

Annex . / 1: Remuneration Report 2022

Annex . / 2: Amended Remuneration Policy of the Management Board

Vienna, in March 2023

The Management Board

Herbert Juranek m.p.
Chairman

Edgar Flagggl m.p.

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.