

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

Proposed resolutions of the Management Board and the Supervisory Board for the Annual General Meeting on 26 April 2024

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 ("Sustainability Report 2023"), the resolution proposal for the appropriation of the net profits and the report for the 2023 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 2023 have already been approved by the Supervisory Board and are thus adopted.

2. Resolution on the appropriation of profit

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

"From the net accumulated profits for the financial year 2023 the amount of EUR 1.26 (one Euro and twenty-six Eurocents) per share, i.e., a maximum in amount of EUR 24,570,000 (twenty-four million five hundred and seventy thousand Euro) in total, shall be distributed on 7 May 2024 to each shareholder entitled to a dividend on the record date 3 May 2024. The company is not entitled to any dividends from own shares, which will reduce the actual dividend payout amount accordingly. The net accumulated profits after payment of the dividend shall be carried forward to new account."

Note: Pursuant to Austrian GAAP in connection with the Austrian Banking Act, Addiko Bank AG shows in its annual financial statement as of 31 Decembers 2023 net accumulated profits available for distribution in the amount of EUR 38,938,863.30 (thirty-eight million nine hundred thirty-eight thousand eight hundred sixty-three Euro and thirty Eurocents).

The dividend proposal is based on the still valid dividend policy of distributing 60% of the group result.

The dividend will be distributed as a share capital repayment according to § 4 sec. 12 Austrian Income Tax Act (Einkommensteuergesetz - EStG). The dividend is therefore not subject to Austrian withholding tax and will be distributed to eligible shareholders on the dividend payment date without deduction of Austrian withholding tax of 27.5%. The repayment of share capital, however, reduces the acquisition costs of shares of Addiko Bank AG applicable for Austrian tax purposes which may result in increased taxable capital gains if the shares are sold at a profit at a later point in time.

3. Resolution on the discharge of the members of the Management Board for the 2023 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 2023 are granted discharge for the financial year 2023.”

4. Resolution on the discharge of the members of the Supervisory Board for the 2023 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 2023 are granted discharge for the financial year 2023.”

5. Election of the auditor (bank auditor) for the annual and consolidated financial statements 2025

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 2025 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 2023, as attached in the Annex hereto, is adopted.”

The remuneration report for the financial year 2023 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 AGM 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 5 March 2024, 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 changing Article 3 Articles of Association “Publication, Declaration, Notices”

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

”The Articles of Association are amended in clause 3 “Publications, Declarations, Notices” as follows:

3. Veröffentlichungen, Erklärungen, Mitteilungen	Publications, Declarations, Notices
<p>3.1 Die nach Gesetz und Satzung erforderlichen Bekanntmachungen der Gesellschaft erfolgen grundsätzlich in der „Elektronischen Verlautbarungs- und Informationsplattform des Bundes (EVI)“, in den gesetzlich zulässigen Fällen auf der Internetseite der Gesellschaft, in einem allgemein erhältlichen Bekanntmachungsblatt, über ein elektronisch betriebenes Informationsverbreitungssystem oder in den Kassenräumen der Gesellschaft.</p>	<p>The notifications of the Company required by law and the Articles of Association shall, in principle, be made in the “Elektronische Verlautbarungs- und Informationsplattform des Bundes (EVI)”, in the cases permitted by law, on its website, in a notification journal, which is publicly available, via an electronically operated information distribution system, or in the cashier’s hall of the Company.”</p>

Note: The federal law on Wiener Zeitung GmbH and the establishment of an electronic federal announcement and information platform - WZEVI-act came into force on 1 July 2023. This replaces the official gazette of the Wiener Zeitung as a publication organ with an electronic federal announcement and information platform (EVI). The upcoming general meeting on 26 April 2024 should be used as an opportunity to adapt Article 3 of the Articles of Association regarding the company's publications accordingly.

8. Elections to the Supervisory Board

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

- "a) Mrs. Monika Wildner 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 her discharge for the business year 2026.*
- b) Mr. Frank Schwab 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 2026."*

Note: The term of office of Mrs. Monika Wildner only ends with the AGM for the business year 2024.

The term of office of Mr. Frank Schwab only ends with the AGM for the business year 2024.

The Supervisory Board would like to prematurely extend Mrs. Monika Wildner's and Mr. Frank Schwab's terms of offices until the end of the AGM for the business year 2026.

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 elections of Mrs. Monika Wildner and Mr. Frank Schwab at the AGM. The Supervisory Board will again consist of five shareholder representatives.

Mrs. Monika Wildner and Mr. Frank Schwab have submitted each 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 Mrs. Monika Wildner and Mr. Frank Schwab, there are no circumstances that could justify concerns about a bias of Mrs. Monika Wildner and Mr. Frank Schwab,
2. Mrs. Monika Wildner and Mr. Frank Schwab have 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 § 87 para. 2a sentence 3 AktG, and
3. there are no obstacles to the appointment of Mrs. Monika Wildner and Mr. Frank Schwab within the meaning of § 86 paras. 2 and 4 AktG.

The Supervisory Board was reduced to five members based on the decision of the 2022 AGM 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 ambitious goals of the transformation program.

When making the proposal within the meaning of § 87 para. 2a AktG, the Supervisory

Board paid attention to, and adequately considered, 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 8. "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 2023

Vienna, in March 2024

The Management Board

Herbert Juranek m.p.
Chairman

Edgar Flaggl 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.