

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

**Proposed resolutions
of the Management Board and the Supervisory Board for the Annual General Meeting on
20 April 2026**

- 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 including the consolidated sustainability statement and the report of the Supervisory Board for the 2025 financial year**

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 2025 have already been approved by the Supervisory Board and are thus adopted.

As no balance sheet profit is reported in the adopted annual financial statements for 2025, a separate agenda item for the resolution on the appropriation of profits can be omitted.

- 2. Resolution on the discharge of the members of the Management Board for the 2025 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 2025 are granted discharge for this period."

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2025 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 2025 are granted discharge for the financial year 2025."

- 4. Election of the auditor (bank auditor) for the annual financial statement, the consolidated financial statements 2027 and the consolidated sustainability statement 2027**

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

"Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, shall be elected auditor and group auditor for the annual financial statement, the consolidated financial statements for the financial year 2027 and the consolidated sustainability statement"

2027 in accordance with the recommendation of the Audit, Compliance and AML Committee of the Supervisory Board.”

Note: In accordance with Article 16 (2) and (3) of Regulation (EU) 2014/537 (EU Auditor Regulation), the *Audit, Compliance and AML Committee* of the Supervisory Board has recommended the appointment of *Deloitte Audit Wirtschaftsprüfungs GmbH*, Vienna, for the above-mentioned auditing services and notified a justified preference for this company. In its recommendation to the Supervisory Board, the *Audit, Compliance and AML 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 (6) of the EU Auditor Regulation has been imposed.

The Austrian Sustainability Reporting Act (NaBeG), which entered into force on 19 February 2026, requires listed companies to have their sustainability reporting externally audited. Under the NaBeG, the statutory auditor is generally also the auditor of the sustainability reporting. However, it is also permissible to appoint a separate auditor specifically for the sustainability reporting. In addition, the appointment of the bank auditor for the audit of the sustainability reporting would, in principle, be permissible at a later date. Therefore, the statutory auditor is explicitly appointed as the auditor of the sustainability reporting as well.

5. Election of two members to the Supervisory Board

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

- “a) 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 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 2028.”*

Note: The Supervisory Board would like to extend Dr. Kurt Pribil’s and Mr. Frank Schwab’s terms of office as set forth above.

From the Supervisory Board’s point of view, and in line with the regulator’s expectations in relation to the composition of the Supervisory Board, 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 years. In addition, both candidates possess special expertise. Dr. Kurt Pribil has been Chairman of the Supervisory Board since November 2020 and is therefore very familiar with the company’s internal processes. Mr. Frank Schwab has outstanding expertise in the field of IT and digitalization.

The Supervisory Board therefore proposes the re-elections of Dr. Kurt Pribil and early re-election of Mr. Frank Schwab at the AGM for the aforementioned period. The Supervisory Board will again consist of five shareholder representatives.

Both candidates have each submitted a declaration in accordance with § 87 (2) Austrian Stock Corporation Act (“AktG”), which is available on the Company’s website, and in particular have declared that

1. all circumstances in connection with § 87 (2) AktG have been disclosed and, according to both candidates' assessment, there are no circumstances that could justify concerns about a bias of both candidates,
2. they have not been legally sentenced to any criminal act, in particular not to any which would call into question their professional reliability pursuant to § 87(2a) sentence 3 AktG, and
3. there are no obstacles to the appointments within the meaning of § 86 (2) and (4) AktG.

Since the last AGM, 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 (7) AktG does not apply since the Supervisory Board only consists of five shareholder representatives.

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 2025, as attached in the annex hereto, is adopted.”

The Remuneration Report for the financial year 2025 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 stock listed company must prepare a 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 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 previous financial year must be submitted to the AGM for approval. The vote is of recommendatory nature. The resolution cannot be challenged (§ 78d (1) and § 98a in conjunction with § 78d (1) AktG).

The Management resolved a remuneration report at the meeting on 23 February 2026 and the Supervisory Board resolved this remuneration report at its meeting on 4 March 2026 in accordance with § 78c and § 98a in conjunction with § 78c AktG and made a resolution proposal in accordance with § 108 (1) AktG.

7. Resolution on the amended Remuneration Policy of the Management Board

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

“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.”

Note: 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 AGM for adoption in the case of any significant change in accordance with § 78b AktG. The remuneration policy adopted in the AGM on 18 April 2025 was amended in 2025.

The vote at the AGM 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.

The Supervisory Board of the Company in its meeting on 4 March 2026 has established the amended principles for the remuneration of the members of the Management Board pursuant to § 78a AktG and the Supervisory Board of the Company 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 www.addiko.com no later than 30 March 2026 which is the 21st day before the AGM (§ 108 (4) No. 4 AktG).

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**.

Annex 1: Remuneration Report 2025

Annex 2: Remuneration Policy of the Management Board

Vienna, in March 2026

MANAGEMENT BOARD

Herbert Juranek

Chairman of the Management Board

Edgar Flagg

Member of the Management Board

Tadej Krašovec

Member of the Management Board

Ganesh Krishnamoorthi

Member of the Management Board

Chairman of the Supervisory Board

Dr. Kurt Pribil

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