

# Addiko Bank

Dear Shareholder,

In a letter dated 21 June 2020, the shareholder DDM Invest III AG submitted a request for an update and amendment of the Articles of Association in item 17.9.

The request together with the reasons are enclosed with the documents supplementing the agenda of the extraordinary general meeting of Addiko Bank AG on July 10, 2020 and can be viewed on the company's website [www.addiko.com](http://www.addiko.com).

The Supervisory Board of Addiko Bank AG comments on this application as follows:

- The Supervisory Board of Addiko Bank AG takes note of the request of the shareholder DDM Invest III AG to add an additional item to the agenda of the extraordinary general meeting of Addiko Bank AG on July 10, 2020 requested by the same shareholder. The Supervisory Board of Addiko Bank AG rejects the requested amendment to the Articles of Association.
- With the desired amendment of item 17.9 of the Articles of Association of Addiko Bank AG, the shareholder DDM Invest III AG requests a general reduction of the majority requirements for resolutions of the General Meeting to a simple majority, unless the law requires mandatorily a higher majority, or the Articles of Association provide for a higher majority.
- The Austrian Stock Corporation Act represents the legal ideal type of voting rights in a stock corporation. It deliberately does not differentiate between listed and non-listed stock corporations with regard to the required majorities. The fact that certain resolutions are legally subject to an increased approval quorum follows the minority protection inherent in the Stock Corporation Act. In addition, it should not be possible to interfere with certain statutory resolutions in the interests of continuous and stable corporate management without the consent of a qualified majority of the shareholders. This applies, for example, to amendments to the Articles of Association (here e.g. capital increases) or the premature removal of Supervisory Board members. The Supervisory Board of Addiko Bank AG therefore considers an intervention in the balanced majority system of the Austrian Stock Corporation Act to be unnecessary.
- Furthermore, it should be noted that the Austrian Stock Corporation Act does not provide for any presence/attendance quorums and a majority resolution can therefore also be achieved by a minority of total shareholders. This would be contrary to the idea of a majority. Since general meetings of Austrian stock corporations suffer from a chronic lack of attendance of the free float (as a rule, far less than 50% of the free float is represented at the general meeting), active participation by a broad shareholder base is difficult. A further reduction of voting rights thresholds would worsen this situation even further.
- The reference to page 72 of the Austrian Corporate Governance Code as of January 2020 ("ÖCGK") is misleading: This Code does not aim at a general reduction of the majority requirements, but merely reflects the general stock corporation law regulation for resolutions of the general meeting in section 121 para.2 Austrian Stock Corporation Act in the general explanations of the ÖCGK. However, it is not a rule of the Code and therefore cannot be used to justify the request.

Vienna, 25 June 2020

The Supervisory Board of Addiko Bank AG

[This document is a translation of the German original version. In any case of doubt, the German original version shall prevail.]