

Addiko Bank

**Remuneration Policy of
the Supervisory Board of
Addiko Bank AG**

1. LEGAL BASIS AND PREPARATION OF THE REMUNERATION POLICY

This remuneration policy for the Supervisory Board of Addiko Bank AG (“Remuneration Policy”) lays down the principles of remuneration of the Supervisory Board members of Addiko Bank AG (“Company”) elected by the General Assembly pursuant to Section 98a in conjunction with Section 78a Austrian Stock Corporation Act (“AktG”).

This Remuneration Policy was prepared by the Supervisory Board and resolved by resolution of the Supervisory Board dated 19 March 2020. It will be submitted to the Company’s General Assembly for resolution in the course of the next Annual General Meeting.

2. OBJECTIVES

This Remuneration Policy shall promote the Company’s business strategy and long-term development by setting principles for the remuneration of the Supervisory Board members elected by the General Assembly, taking into account

- their duties and workload;
- their expertise and experience;
- their responsibility and the risks associated therewith;
- their impartiality and independence;
- the size, situation as well as a sustainable and long-term development of the Company, including its subsidiaries; and
- the relevant regulatory requirements as well as the Austrian Code of Corporate Governance.

Moreover, this Remuneration Policy shall provide for sufficient leeway to be able to respond to short-term market developments and to ensure a well-balanced appointment of the Supervisory Board members elected by the General Assembly.

3. REMUNERATION STRUCTURE

The remuneration of the Supervisory Board members elected by the General Assembly is resolved by the General Assembly and consists of one function payment per financial year.

Pursuant to Section 110 (3) Austrian Labour Relations Act, the Supervisory Board members delegated by the Works Council exercise their function on a voluntary basis and do not receive any remuneration.

Both the Supervisory Board members elected by the General Assembly and those delegated by the Works Council are entitled to be reimbursed for appropriate and documented cash expenditure and costs consistent with the Company's and/or the Addiko Group's internal policies.

3.1 Fixed remuneration - Function payment

The Supervisory Board members elected by the General Assembly receive an annual function payment whose specific amount is determined by resolution of the General Assembly.

The annual function payment is payable annually after the end of the financial year or the end of the term of function.

3.2 Variable remuneration - Attendance remuneration

There is no variable remuneration, including profit participation.

3.3 Other advantages

The D&O insurance (liability insurance for directors and officers) taken out for the Company's governing bodies also covers the Supervisory Board members elected by the General Assembly. The premiums are paid by the Company.

4. PROMOTION OF THE COMPANY'S BUSINESS STRATEGY AND LONG-TERM DEVELOPMENT

Due to its predictability and lack of profit participation, the remuneration structure described in Item 3. promotes a sustainable and responsible business strategy, the Company's long-term development and the independence of the Supervisory Board members.

5. CONSIDERATION OF THE REMUNERATION AND EMPLOYMENT CONDITIONS OF THE COMPANY'S STAFF

The remuneration and employment conditions of the Company's staff were not explicitly taken into consideration in determining this Remuneration Policy.

6. TERM OF FUNCTION OF THE SUPERVISORY BOARD

The Supervisory Board members elected by the General Assembly are usually elected for a term of function in accordance with the maximum term pursuant to Section 87 (7) AktG.

Addiko Bank

There are no employment relationships or other contractual relationships under labour law in place between the Company and the Supervisory Board members elected by the General Assembly. The objective of this, together with the remuneration structure stated in this Remuneration Policy, is to avoid any conflicts of interest.

7. PROCEDURAL PROVISIONS

This Remuneration Policy is prepared by the Supervisory Board and reviewed by the Supervisory Board at least once a year.

Pursuant to Section 98a in conjunction with Section 78b (1) AktG, this Remuneration Policy shall be submitted to the Company's General Assembly for resolution at least in every fourth financial year as well as for each material amendment. Prior to this, the Company's Supervisory Board shall resolve the Remuneration Policy - or the amended Remuneration Policy where applicable - and submit a proposal for resolution to the General Assembly.

The General Assembly's resolution on this Remuneration Policy takes the form of a recommendation and cannot be contested.

After resolution in the course of the Annual General Meeting, this Remuneration Policy shall be published on the Company's website together with the date of the resolution and its result no later than on the second business day after resolution, and be made available for the duration of its validity free of charge.

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