



Addiko Bank

Corporate Governance Report 2018

Table of Contents

Corporate Governance Statement	3
Addiko's Declaration of Commitment	3
Deviations from the Code	3
Corporate Governance Structure	4
General Assembly	4
Supervisory Board	5
Supervisory Board members for the year 2018	5
Members who left Supervisory Board in 2018	5
State Commissioner for the year 2018	5
Supervisory Board Mandates and Comparable Functions at other listed companies	5
Independence of the members of the Supervisory Board	6
Supervisory Board Activity Report	7
Committees of the Supervisory Board	7
Management Board	11
Management Board members of Addiko Bank AG for the year 2018 and allocation of responsibilities	11
Members who left the Management Board in 2018	12
Committees of the Management Board	12
Information on the working procedures of the Management Board	13
Supervisory Board Mandates and Comparable Functions in companies outside the Group	13
Information about the remuneration of the Management Board and the Supervisory Board	14
Remuneration of the members of the Supervisory Board for the year 2018	14
Remuneration of the members of Management Board for the year 2018	14
Stock Option Programme	14
Measures taken to promote women on the Management Board, the Supervisory Board and in management positions	15
Women in the Management Board, the Supervisory Board and in management positions	15
Group-wide representation of women in the Management Boards, the Supervisory Boards and in management positions	15
Diversity Concept	15
Diversity in Supervisory Board	15

Corporate Governance Statement

Addiko's Declaration of Commitment

Addiko Bank AG (hereafter called "Addiko" or "Bank") has decided to voluntarily commit to the applicable provisions of the Austrian Code of Corporate Governance ("Code", <http://www.corporate-governance.at>) although not being listed on a stock exchange. The voluntary commitment aims to increase transparency for our stakeholders.

The Code contains

- rules based on compulsory legal requirements (L rules)
- rules that should be complied with, where deviations must be explained and justified in order for the company's conduct to conform with the Code (C rules, comply or explain)
- and rules that are recommendations, where noncompliance must not be disclosed or justified (R rules).

Certain legal provisions only apply to companies that are listed on the Austrian stock exchange. For non-listed companies, these are to be interpreted as C rules.

Deviations from the Code

Addiko observes most of the rules. Individual deviations are due to the Bank only having one shareholder and not being listed on a stock exchange (i.e. L4-6, L29, C30, C31, C34, C43, C61, C62, C64, L65 and C74).:

No	Deviations
L-4	The announcement convening the General Assembly is not made available on the company's website
L-5	The candidates for Supervisory Board elections are not disclosed on the company's website prior the General Assembly
L-6	The resolutions passed at the General Assembly are not disclosed on the company's website
L-29	The Corporate Governance Report does not contain the total remuneration of each individual member of the Management Board
C-30/31	The Corporate Governance Report does not contain all information about the remuneration of the Management Board
C-34	The Internal Rules of Procedure of the Supervisory Board are not made available on the company's website
C-43	The Chair of the Supervisory Board does not formally inform the General Assembly once a year of the principles of the remuneration system
C-61	The Corporate Governance Report is not published on the company's website
C-62	The Corporate Governance Report is not evaluated by an external institution
C-64	The Articles of Association are not published on the company's website
L-65	The half-yearly financial reports are not published at the latest three months after the end of the reporting period.
C-74	No calendar of corporate financial events is posted at least two months before the start of the new business year on the website of the company and containing all dates of relevance for investors and other stakeholders such as the release of the annual and quarterly reports, annual general meetings, ex-dividend day, dividend pay-out day and investor relations activities.

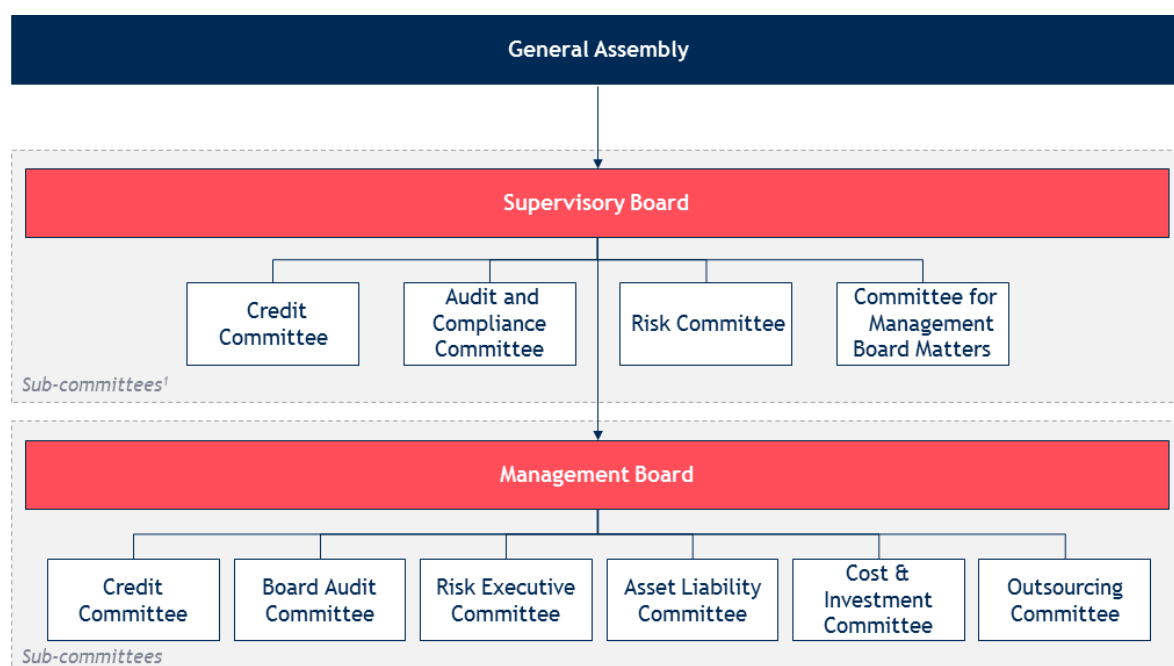
Corporate Governance Structure

Addiko Bank AG is a stock corporation established according to Austrian law with a Management Board and a Supervisory Board (two-tier-system).

The Management Board is responsible for managing the Company as required for the benefit of the company taking into account the interests of the shareholder and the employees as well as public interest. The Management Board develops the strategic orientation of the company and aligns it with the Supervisory Board. It ensures effective risk management and risk controlling. The Management Board takes its decisions in compliance with all relevant legal provisions, the articles of association and its internal rules of procedure.

The Supervisory Board appoints the members of the Management Board, decides on the remuneration of the Management Board and monitors and evaluates its activity on a regular basis. The Supervisory Board advises the Management Board on the determination of the business strategy. It takes part in making decisions as provided by law, the articles of association and its internal rules of procedure.

The chart below shows the corporate governance structure of Addiko as of 31 December 2018:



¹ Nomination and Remuneration Committee were dissolved in May 2018 due to not being significant according to § 5/4 Austrian Banking Act. All tasks and responsibilities were transferred to the entire Supervisory Board.

General Assembly

Al Lake (Luxembourg) S.à r.l. is the sole shareholder of Addiko Bank AG. The General Assembly convened for one ordinary and one extraordinary meeting in 2018.

Supervisory Board

Supervisory Board members for the year 2018

[C-58]

Name	Position	Year of birth	Date of first appointment	End of the mandate
Hermann-Josef Lamberti	Chair	1956	01.12.2015	2019
Hans-Hermann Lotter	Deputy	1964	17.07.2015	2019
Henning Giesecke	Deputy	1960	17.07.2015	2019
Dragica Pilipovic-Chaffey	Member	1946	17.07.2015	2019
Horst Floriantschitz	Member / Works Council	1964	22.09.2015	until dismissal
Christian Lobner	Member / Works Council	1978	22.09.2015	until dismissal

Members who left Supervisory Board in 2018

[C-58]

Name	Position	Year of birth	Date of first appointment	End of the mandate
none				

State Commissioner for the year 2018

Name	Position	Year of birth	Date of first appointment	End of the mandate
Judith Schmidl	State Commissioner	1985	01.01.2015	2018
Vanessa Koch	Dep. State Commissioner	1989	01.07.2017	2022

Supervisory Board Mandates and Comparable Functions at other listed companies

[C-58]

The following Supervisory Board members hold Supervisory Board mandates or perform any comparable functions in listed companies.

Name	Position	Year of birth	Function
Hermann-Josef Lamberti	ING Group N.V. Amsterdam		Supervisory Board Member
Hermann-Josef Lamberti	Airbus Group N.V. Amsterdam		Supervisory Board Member
Henning Giesecke	Lumaland AG, Berlin		Supervisory Board Chair

Independence of the members of the Supervisory Board

[C-53, C-54]

According to Annex 1 of the Austrian Code of Corporate Governance (“Guidelines for Independence”), a member of the Supervisory Board shall be deemed independent if said member does not have any business or personal relations with the Company or its Managing Board that constitute a material conflict of interests and is therefore suited to influence the behaviour of the member.

The Supervisory Board shall also follow the guidelines below when defining the criteria for the assessment of the independence of a member of the Supervisory Board:

- The Supervisory Board member shall not have served as a member of the Management Board or as a management level employee of the Company or one of its subsidiaries in the past five years.
- The Supervisory Board member shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the member of the Supervisory Board. This shall also apply to relationships with companies in which a member of the Supervisory Board has a considerable economic interest, but not for exercising functions in the bodies of the group. The approval of individual transactions by the Supervisory Board pursuant to L-Rule 48¹ does not automatically mean the person is qualified as not independent.
- The Supervisory Board member shall not have acted as auditor of the company or owned a share in the auditing company or worked there as an employee in the past three years.
- The Supervisory Board member shall not be a member of the management board of another company in which a member of the Management Board of the company is a Supervisory Board member.
- A Supervisory Board member may not remain on the Supervisory Board for more than 15 years. This shall not apply to Supervisory Board members who are shareholders with a direct investment in the company or who represent the interests of such a shareholder.
- The Supervisory Board member shall not be a closely related (direct offspring, spouses, life partners, parents, uncles, aunts, sisters, nieces, nephews) of a member of the Management Board or of persons having one of the aforementioned relations.

In the case of companies with a free float of more than 20%, the members of the Supervisory Board elected by the General Assembly or delegated by shareholders in accordance with the articles of incorporation shall include at least one independent member pursuant to C-Rule 54 who is not a shareholder with a stake of more than 10% or who represents such a shareholder’s interests. Since none of Addiko’s shares are in free float, this rule does not apply.

According to their own accounts, all members of the Supervisory Board duly elected by the General Assembly are regarded as independent.

¹ L-Rule 48: The conclusion of contracts with members of the supervisory board in which such members are committed to the performance of a service outside of their activities on the supervisory board for the company or a subsidiary for a remuneration not of minor value shall require the consent of the supervisory board. This shall also apply to contracts with companies in which a member of the supervisory board has a considerable economic interest.

Supervisory Board Activity Report

[C-36, C-58]

The Supervisory Board convened for seven meetings in 2018 and decided seven applications via circular resolution.

No Supervisory Board member failed to personally attend more than half of the meetings of the Supervisory Board.

The Supervisory Board assisted the Management Board as an adviser and in continually monitoring the governance of the company. In the meetings of the Supervisory Board and its Committees, the Management Board reported in depth on Addiko Group's financial situation, business performance and risk aspects. The Management Board discussed in detail strategies and measures with the Supervisory Board. Legal transactions requiring approval were submitted to the Supervisory Board, and the Supervisory Board was given ample opportunity to thoroughly examine reports and resolutions proposed by the Management Board.

The Supervisory Board received regular reports on Internal Audit, Compliance, Risk as well as the Internal Control System (ICS) and examined them in detail.

In particular, the Supervisory Board reviewed the annual financial statements as well as the consolidated financial statements for 2017 and recommended the appointment of the auditor for 2019 to the General Assembly. In addition, the Supervisory Board decided, among other topics, upon the annual budget and the medium-term business plan, amendments of the Business and the Risk Strategy, the recommendation on the increase of the share capital according to the Austrian Capital Adjustment Act, the Recovery Plan of 2018, the participation on EBRD's Guarantee Facility within the Trade Facilitation Program, amendments of the Rules of Procedure for the Management and Supervisory Board, the Audit Charter and the Audit Plan as well as the Remuneration, the Diversity and the Fit & Proper Policy.

Committees of the Supervisory Board

[C-34, C-53]

Credit Committee

Name	Position
Henning Giesecke	Chair
Hans-Hermann Lotter	Deputy
Hermann-Josef Lamberti	Member
Horst Floriantschitz	Member / Works Council
Christian Lobner	Member / Works Council

The Credit Committee is a decision-making committee and the highest credit authority responsible for the granting of loans and credits to customers or to a group of affiliated customers in accordance with the Rules of Procedure of the Supervisory Board. The credit authority levels refer to credit decisions for "Group of Borrowers" in Group competence, e.g. with a gross exposure exceeding the credit authorities of subsidiaries. The detailed approval rights and its delegations are defined in Group Credit principles.

Furthermore, any intragroup limit to any subsidiary within Addiko Group referring to any kind of exposure/investment must be approved by the Credit Committee of Supervisory Board.

The Committee held seven meetings in 2018

Audit and Compliance Committee

Name	Position
Hans-Hermann Lotter	Chair
Henning Giesecke	Deputy
Horst Floriantschitz	Member / Works Council

The Audit and Compliance Committee examines the Annual Financial Statements and the consolidated Group Financial Statements including the consolidated Non-Financial-Report. It also prepares the adoption of the Annual Financial Statements as well as the proposal for profit distribution by the Supervisory Board. The Committee further reviews the consolidated report and the consolidated management report.

The Audit and Compliance Committee facilitates the procedure for selecting the auditor taking into consideration the appropriateness of the fee as well as the recommendations for the appointment of the auditor (group auditor) to the Supervisory Board. The Committee monitors the auditing process and include its results in the audit opinion and the consolidated audit opinion.

Further tasks of the Audit and Compliance Committee are to monitor the accounting process and the effectiveness of the internal control system, to supervise and audit Group Internal Audit and Group Compliance, as well as to examine and supervise the independence of auditor both for the Company and the Group, in particular, regarding services rendered additionally for the Company.

In addition, the Audit and Compliance Committee monitors the most relevant findings of internal and external audits as well as relevant Compliance issues. It oversees the execution of applicable mitigation measures within scheduled deadlines.

The Committee held four meetings in 2018.

Risk Committee

Name	Position
Henning Giesecke	Chair
Hans-Hermann Lotter	Deputy
Hermann-Josef Lamberti	Member
Horst Floriantschitz	Member / Works Council
Christian Lobner	Member / Works Council

The Risk Committee advises the management on the current and future risk appetite and risk strategy. It monitors the implementation of the Risk strategy in the context of controlling, monitoring and limiting risks and monitors the capital adequacy and liquidity.

The Risk Committee examines the overall risk development as well as the development of risk types such as credit risk, market & liquidity risk and operational risk, and discusses approaches and actions to be taken.

Furthermore, the Risk Committee verifies whether the prices of the services and products offered are in line with Addiko's business and risk strategy. Furthermore, the committee verifies whether the incentives offered by the internal remuneration system consider risk, capital, liquidity and the probability of realising profits, their sustainability and when they are being realised.

The Committee held five meetings in 2018.

Nomination Committee

Name	Position
Hermann-Josef Lamberti	Chair
Hans-Hermann Lotter	Deputy
Dragica Pilipovic-Chaffey	Member
Horst Floriantschitz	Member / Works Council
Christian Lobner	Member / Works Council

The Nomination Committee submits proposals to the Supervisory Board for filling mandates that become free on the Management Board and deals with issues relating to successor planning. Furthermore, the Committee supports the Supervisory Board with the preparation of proposals to the General Assembly for the filling of vacancies on the Supervisory Board.

The Nomination Committee considers in its recommendations diversity targets as well as balanced skills and experience of the members of the corporate bodies.

The Nomination Committee periodically assesses the Management Board's and Supervisory Board's structure, size, composition and performance.

In 2018 the Nomination Committee examined the resignations respectively the expiration of contracts of Management Board members and recommended a reduction in the size of the Management Board.

The Committee held two meetings in 2018.

The Nomination Committee was dissolved in May 2018 due to not being significant according to § 5/4 Austrian Banking Act. All tasks and responsibilities were transferred to the entire Supervisory Board.

Remuneration Committee

Name	Position
Hermann-Josef Lamberti	Chair
Henning Giesecke	Deputy
Hans-Hermann Lotter	Member
Dragica Pilipovic-Chaffey	Member
Horst Floriantschitz	Member / Works Council
Christian Lobner	Member / Works Council

The Remuneration Committee prepares resolutions on remuneration matters, including resolutions that have an impact on the company's risk and risk management and must be passed by the Supervisory Board

The Remuneration Committee reviews the remuneration policy and monitors the remuneration practices as well as the incentive structure of the company.

The Committee held three meetings in 2018.

The Remuneration Committee was dissolved in May 2018 due to not being significant according to § 5/4 Austrian Banking Act. All tasks and responsibilities were transferred to the entire Supervisory Board.

Committee for Management Board Matters

Name	Position
Hermann-Josef Lamberti	Chair
Hans-Hermann Lotter	Deputy
Henning Giesecke	Member

The Committee for Management Board Matters is a decision-making committee responsible for the exercise of representative rights pursuant to the Stock Corporation Act and is required to consult with respect to and manage the legal relationships between the company and the members of the Management Board except for the appointment and dismissal of the members of the Management Board.

The Committee held three meetings in 2018.

Management Board

Management Board members of Addiko Bank AG for the year 2018 and allocation of responsibilities [C-16]

Name	Position	Year of birth	Date of first appointment	End of the mandate
Razvan Munteanu	Chair	1966	01.01.2016	31.03.2021
Markus Krause	Member	1968	17.08.2015	16.08.2021
Csongor Nemeth	Member	1974	01.11.2015	31.10.2021
Johannes Proksch	Member	1969	01.07.2015	31.07.2021



Razvan Munteanu

Chief Executive Officer

Chief Retail Banking Officer

Group Corp. Gov. & Regulatory Affairs
Group Balance Sheet Mgmt. & Treasury
Group Human Resources
Group Economic Research
Group Sales, Distr. & Customer Experience
Group Retail Product Mgmt.
Group Corp. Communication & Marketing
Group Customer Value Mgmt.
Group Micro Business Segment
Group Digital Banking
Group IT (01.01.2019)



Markus Krause

Chief Risk Officer

Group Corporate Credit Risk
Group Retail Risk Management
Group Risk Quantification & Reporting
Integrated Risk Mgmt.
Group Model & Credit Portfolio Mgmt.
Group Market & Liquidity Risk
Group Operational Risk Mgmt.
Group Fraud Mgmt.
Risk Auxiliary Support



Csongor Nemeth

Chief Corporate & SME Banking Officer

Group Sales Development
Group Corp. Process and Prices Mgmt.
Group Customer Experience & Digitalisation
Group Large Corporate & Public
Group Corporate Product Mgmt.
Group Operational Excellence (01.01.2019)
Group Operations (01.01.2019)
Group Organisation & TOM (01.01.2019)
Group Project & Portfolio Mgmt. (01.01.2019)



Johannes Proksch

Chief Financial Officer

Chief Transformation Officer

Group Finance Controlling
Group Accounting & Reporting
Group Business & Sales Controlling
Group Cost & Investment Controlling
Group Data Integrity & Control
Group Legal
Group Corporate Development
CISO/Data Protection (01.01.2019)
Group Procurement (01.01.2019)

Group Audit, Group Compliance and the Data Protection officer report to the entire Management Board. In addition, Group Audit and Group Compliance also report directly to the Supervisory Board.

Members who left the Management Board in 2018

[C-16]

Name	Position (Function)	Year of birth	Date of first appointment	End of the mandate
Ulrich Kissing ²	Chair (CEO)	1957	17.07.2015	30.06.2018
Christian Kubitschek	Member (CFO)	1969	16.04.2016	29.11.2018
Martin Thomas ³	Member (COO)	1962	01.11.2015	31.12.2018

Committees of the Management Board

Credit Committee

The Credit Committee is a decision-making committee and approves all counterparty risks (including credits to associated companies of the Addiko Bank-network or problem loans) above the credit authority of the subsidiaries and / or above the delegated credit competence of single persons.

Board Audit Committee

The Board Audit Committee is an advisory committee, oversees the proper monitoring and supervision of regulatory topics and acts as a strategic platform for its participants to discuss operational risk on a group-wide level. Moreover, it provides an overview of significant audit deficiencies, legal and compliance issues as well as AML.

Risk Executive Committee

The Risk Executive Committee is an advisory committee in charge of ICAAP and Risk Bearing Capacity, Portfolio Steering and Limitation and other methodological and project-related topics.

Asset Liability Committee

The Asset Liability Committee is a decision-making committee and monitors the steering of interest, liquidity, FX and equity risk.

Cost & Investment Committee

The Cost & Investment Committee is a decision-making committee in charge of monitoring the cost development in all entities of Addiko Group.

² Resigned as Chair per 31 March 2018, resigned as Member per 30 June 2018

³ Resigned as Member per 31 December 2018; the responsibilities of the COO Board area were allocated to the other Board areas as of 01.01.2019 as indicated in brackets

Group Outsourcing Committee

The Group Outsourcing Committee is an advisory committee dealing with new and changed outsourcing requests as defined in the Group Outsourcing Policy and monitoring group outsourced activities

Information on the working procedures of the Management Board

[C-16]

In addition to the allocation of tasks and responsibilities within the Management Board, Attachment 1 shows all transactions and measures exceeding the scope of § 95/5 Stock Corporation Act. and, therefore, requiring the approval of Supervisory Board.

Supervisory Board Mandates and Comparable Functions in companies outside the Group

[C-16, 26]

No Management Board member holds any Supervisory Board mandate or any comparable function in a company outside the Group.

Information about the remuneration of the Management Board and the Supervisory Board

Addiko has implemented a group-wide framework for remuneration applying to all employees, management and supervisory bodies, with the exception of the Group Supervisory Board Members.

It aims to enable Addiko Group to ensure the achievement of company objectives in line with its strategy, long-term goals and risk profile.

The policy defines guidelines for three main areas of remuneration:

- fixed remuneration, which includes every payment that is not performance-driven
- variable remuneration, which includes the annual bonus and incentive schemes (paid more frequently than once per annum)
- benefits (all other types of reward and recognition instruments not grouped into either fixed or variable remuneration)

Remuneration of the members of the Supervisory Board for the year 2018

[C-51]

Chair	EUR 40,000,00 p.a.
Deputy	EUR 35,000,00 p.a.
Member	EUR 25,000,00 p.a.

Remuneration of the members of Management Board for the year 2018

[C-31]

In 2018, the Management Board members received in total TEUR 5,279, thereof TEUR 2,250 as variable remuneration.

The fixed and variable performance-linked annual remunerations of each individual Management Board member will not be disclosed in the Corporate Governance Report.

Stock Option Programme

[C-28]

There is no stock option plan for Management Board members or senior management staff.

Measures taken to promote women on the Management Board, the Supervisory Board and in management positions

Women in the Management Board, the Supervisory Board and in management positions [C-60]

Function	Number	In %
Supervisory Board ⁴	1	25%
Management Board	0	0%
Management positions (B-1)	5	21%

Group-wide representation of women in the Management Boards, the Supervisory Boards and in management positions⁵

Function	Number	In %
Supervisory Boards ⁴	8	24%
Management Boards	5	20%
Management positions (B-1)	50	43%

Diversity Concept

Diversity in Supervisory Board

[L-52]

Due to Addiko Bank AG having a sole shareholder, its Supervisory Board members are proposed directly by Al Lake (Luxembourg) S.à r.l. and appointed by the General Assembly. In addition, the Supervisory Board itself supports the shareholder with the preparation of the proposals.

Rule L-52 requires that the aspects of diversity are appropriately taken into consideration in the Supervisory Board⁴ with regard to the representation of both genders, the age structure and (in case of listed companies) the internationality of its members.

Age Structure	Number
< 40 Y	0
40 - 50 Y	0
50 - 60 Y	2
> 60 Y	2

⁴ Excluding members of the works council in Addiko Bank AG since neither the shareholder nor the Supervisory Board have any influence on their selection

⁵ Including, in addition to Addiko Bank AG, its subsidiaries (i.e. Addiko Bank Croatia, Addiko Bank Slovenia, Addiko Bank Serbia, Addiko Bank Sarajevo, Addiko Bank Banja Luka and Addiko Bank Montenegro)

Gender	Number
Female	1
Male	3

Internationality	Number
German	3
British	1

Attachment 1 - Transactions and Measures exceeding the scope of § 95/5 Stock Corporation Act and, therefore, requiring the approval of Supervisory Board as of December 31st, 2018

Transactions requiring Approval

Transaction	Threshold on a single basis	Threshold within a business year	refers to
1. Definition of general principles of corporate policy as well as Company strategy	In any case		Group
2. Allocation of responsibilities within the Management Board	In any case		ABH
3. Granting power of attorney (Prokura)	In any case		ABH
4. Establishment and closing of business segments	In any case		Group
5. Establishment and closing of branches of the Company	In any case		ABH
6. The establishing and closing of branches of the Company's subsidiaries in case this causes a major economic or financial impact to the Group; or in case it refers to a branch in a country, different from the one this subsidiary is registered in	In any case		Group
7. Overall organizational structure of the Company	In any case		ABH
8. Conclusion of cooperation agreements with credit institutions and insurance companies	In any case		Group
9. Annual budget (including especially - but not limited to - investment, personnel and marketing budget (I) of the Company and (II) of the Group for the subsequent financial year.	In any case		Group
10. Medium term Plan (I) of the Company and (II) of the Group for the subsequent 5 financial years	In any case		Group
11. Loans, limits and all credit relevant transactions according to the Group Credit Principles The Management Board delegates to the Group Credit Committee (GCC) its approval right for all limit and loan applications and its voting right for limit and loan applications, which have to be finally approved in the Credit Committee of Supervisory Board (CC SB) according to the current valid internal regulations/policies. Notwithstanding this, the GCC has to inform the Management Board prior to submission to the CC SB and the members of the Management Board have the right to make applications to the CC SB. The Supervisory Board delegates to CC SB all approval right for all limit and loan applications and its voting right for limit and loan applications. a) General authorities based on value limitations: - Public Finance and Financial Institutions, Sovereigns/Sub-sovereigns - Rating 1E or better > €m 50 or large exp. - Public Finance and Financial Institutions, Sovereigns/Sub-sovereigns - Rating worse than 1E - PL > €m 30 or large exp. - Public Finance and Financial Institutions, Sovereigns/Sub-sovereigns - Rating worse than 1E - WL/NPL > €m 30 or large exp. - Corporate - PL > €m 15 or large exp. - Corporate - WL/NPL > €m 15 or large exp. b) Exemptions: For the avoidance of doubt, client applications submitted to CC SB for approval have to include all approvals made by GCC (and all lower approval authorities - if any) based on delegation of rights (exemptions), done in the period after last CC SB approval for respective client. ba) Any Increase/change of exposure up to T€ 100 max. "on top" of existing exposure bb) Increase of existing exposure only in case i) maturity of 3 years (if not fully cash covered) will not be exceeded and ii) no material deterioration of credit quality will be created by specific decision (max. 3 - up to 10 % of GCC approval rights for Corporate and SME clients - additionally up to 10 % of GoB exposure for Corporate and SME clients if specific increase is fully cash collateralized bc) Waiver on fulfillment of specific conditions set forth in the credit agreement bd) Change of price terms set forth in the credit agreement be) Prolongation of review date up to 3 months bf) Prolongation of maturity date, including change of repayment schedule, up to 12 months bg) Write off of interests/fees not recoverable and fully provisioned bh) Conclusion of a Standstill Agreement up to 6 months but not longer than 3 months after maturity date bi) Contract cancellation and/or starting a lawsuit to enforce exposure collection bj) Changes in collateral unless such change causes deterioration of more than 10 % internal collateral value (methodological changes which trigger ICV deterioration are not to be considered by CC SB); collateral rights have to remain legally valid bk) Collateral sale/release up to a collateral value of €m 1 max., if financial offset corresponds to internal collateral value or falls below up to T€ 50 max. c) For the avoidance of doubt, all limit and loan applications achieving respectively exceeding the large exposure limits pursuant to Art 28b BWG in conjunction with Art. 392 of Regulation (EC) No. 575/2013 (hereinafter "CRR"), in any case require the prior approval of the CC SB.			Group
12. Intragroup limits to affiliated companies referring to any kind of exposure/investment	In any case		Group
13. Establishment, reorganisation (in terms of merger or spin-off) and liquidation of a subsidiary	> €m 5 transaction value or > €m 50 book value Financial Statements IFRS		Group
14. Equity capital measures (especially - but not limited to - debt to equity swaps) to a subsidiary	> €m 5 transaction value or > €m 50 book value Financial Statements IFRS		Group
15. Purchase (including those from capital increase measures), sale and pledge of shares of a subsidiary	> €m 5 transaction value or > €m 50 book value Financial Statements IFRS		Group
16. Purchase, sale and mortgaging/pledging of assets	> €m 5 transaction value or > €m 50 book value Financial Statements IFRS		Group
17. Guarantees and Warranty Commitments	> €m 100		Group
18. Raising, repurchase, change of terms, or another premature termination of the maturity of supplementary capital (Tier 2)	In any case		Group
19. Issuing of bonds and other debt securities	> 1% consolidated balance sheet total in individual case	> 20 % consolidated balance sheet total in whole FY	Group
20. Taking loans and credits for a term of more than one year (interbank funding)	€m 100		Group
21. Operational Expenses/ Capital expenditures - this rule does neither refer to personnel costs, OPEX resulting from existing continuing obligations [meaning just newly procured long term contracts exceeding €m 0,5 contract price p.a. are under obligation to be approved once for their full term], nor to continuation or renewal of existing services in the normal course of business	> €m 0,5		Group
22. Approval of taking over any executive, advisory or supervisory function by a member of the Management Board or by a Managing Director (B-1) in a political party, a private/public enterprise outside the Group or a (business-related) non-profit organization	In any case		ABH
23. Transactions relating to persons outlined in article 28 BWG and article 80 AktG ("Persons Concerned"), provided approval is needed pursuant to article 28 BWG or article 80 AktG, whereas no credits shall be granted to members of the executive board, members of the supervisory board or executives of the company, as well as their relatives. Notwithstanding the foregoing restriction regarding credits, members of the executive board and members of the supervisory board may obtain credit cards or limits on any other current accounts with the limit up to 5.000,- EUR, provided that the requirements in article 28 BWG are fulfilled. Persons Concerned are company's members of the executive board, members of the supervisory board and executives of the company, legal representatives and senior executives in its subordinate and superordinate undertakings as well as the relatives of the persons indicated before and third parties acting for the account of a person indicated before. This shall also apply to any major transactions concluded by company's subsidiaries that are of relevance to the Addiko Group.	In any case		Group
24. Entering into agreements with members of the Supervisory Board through which they undertake to provide services to the company or a subsidiary.	In any case		ABH
25. Contracts with the respective auditor on additional consulting or other services which do not bear a direct relationship to auditing of the annual financial statements	In any case		ABH
26. Definition of principles for remuneration systems (considering the fixed and variable remuneration components) including definition of principles for granting of participations in profit and sales and guaranteed pension payments to executives within the meaning of § 80 (1) AktG	In any case		ABH
27. Granting options on company shares to employees and executives of the Company or a Company's subsidiary as well as to members of the Management and Supervisory Board of Group companies, as well as definition of principles for granting of participations in profit and sales and guaranteed pension payments.	In any case		ABH