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# **Addiko Bank**

## **STATEMENT BY THE SUPERVISORY BOARD**

of

**Addiko Bank AG**

on the

**voluntary public takeover offer aimed to acquire control**

by

**Nova Ljubljanska banka d.d., Ljubljana**

pursuant to Section 25a of the Austrian Takeover Act (*Übernahmegesetz - ÜbG*)

## 1. INTRODUCTION

On 9 April 2026, Nova Ljubljanska banka d.d., Ljubljana, a joint stock corporation incorporated under the laws of Slovenia registered with the Slovenian company register (PRS) under number 5860571000, with corporate seat in Ljubljana and business address at Trg republike 2, 1000 Ljubljana, Slovenia ("**NLB**" or the "**Bidder**"), announced the intention to make a voluntary public takeover offer aimed to acquire control in accordance with Section 25a of the Austrian Takeover Act (*Übernahmegesetz* – "**ÜbG**") to all shareholders of Addiko Bank AG with corporate seat in Vienna, Austria, and business address at Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna, Austria, registered with the companies' register of the Commercial Court Vienna under FN 350921 k ("**Addiko**" or the "**Target Company**") for the acquisition of all no-par value bearer shares (including treasury shares) of Addiko (ISIN AT000ADDIKO0) ("**Offer**"). The offer document in relation to the Offer was published on 13 May 2026 ("**Offer Document**"). The offer price is EUR 29.00 per Offer Share *cum dividend*.

The Offer is a voluntary public takeover offer aimed to acquire control subject to a statutory minimum acceptance rate of more than 50 % of the Addiko shares (i.e., more than 9,750,000 Addiko shares). The Bidder voluntarily set a higher minimum acceptance threshold of at least 75 % of the voting rights based on the total number of issued and outstanding Addiko shares as of 23 April 2026 (not taking into account treasury shares, i.e., 14,465,357 Addiko shares based on 19,287,142 issued and outstanding Addiko shares). The Bidder reserved the right to waive the voluntarily set higher minimum acceptance threshold.

On 14 May 2026, Raiffeisen Bank International AG, a joint stock corporation incorporated under the laws of Austria with corporate seat in Vienna, Austria, and business address at Am Stadtpark 9, 1030 Vienna, Austria, registered with the companies' register of the Commercial Court Vienna under FN 122119 m ("**RBI**"), published a competing voluntary public takeover offer in accordance with Section 25a ÜbG to the shareholders of the Target Company for the acquisition of all issued and outstanding no-par value bearer shares of Addiko (ISIN AT000ADDIKO0) excluding treasury shares of Addiko (ISIN AT000ADDIKO0) held by Addiko and shares held by RBI ("**RBI Offer**"). The offer price under the RBI Offer is EUR 26.50 per Addiko Share on a *cum dividend* basis.

The Management Board and the Supervisory Board of the Target Company are required to make a statement on the Offer pursuant to Section 14 para 1 ÜbG as soon as an offer document has been published and to publish such statement within ten trading days of the publication of the offer document but no later than five trading days before the expiry of the acceptance period (Section 14 para 3 ÜbG). With the publication of the statements on 27 May 2026, the Management Board and the Supervisory Board have complied with this deadline considering the publication of the Offer Document on 13 May 2026. In particular, the statement must contain an assessment whether the consideration offered and the other contents of the Offer adequately take into account the interests of all shareholders and other holders of equity securities, if any, of the Target Company and what effects the Offer is likely to have on the Target Company, in particular on its employees (regarding jobs, employment conditions and future prospects of business locations), creditors and the

public interest due to the Bidder's strategic planning for the Target Company. If no final recommendation can be made, the statement shall present the arguments in favour of accepting and rejecting the Offer, emphasising the key aspects.

Addiko has appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Renngasse 1/Freyung, 1010 Vienna, as expert pursuant to Section 13 ÜbG. The expert has provided an assessment of the Offer and of the statement of the Management Board, which will be disclosed separately.

This statement by the Supervisory Board, the statement by the Management Board and the expert's assessment are published, *inter alia*, on the website of the Target Company ([www.addiko.com](http://www.addiko.com)) and on the website of the Austrian Takeover Commission ([www.takeover.at](http://www.takeover.at)).

## 2. STATEMENT BY THE SUPERVISORY BOARD

The Management Board of the Target Company has prepared a detailed statement pursuant to Section 14 para 1 ÜbG. In its statement, the Management Board has presented and evaluated the arguments for and against accepting the Offer in detail and, after thoroughly examining all relevant aspects, the Management Board has decided not to explicitly recommend either acceptance or rejection of the Offer to Addiko's shareholders.

The Offer Document, the statement by the Management Board and the report by Deloitte Audit Wirtschaftsprüfungs GmbH as expert of the Target Company pursuant to Section 13 ÜbG have been thoroughly reviewed and extensively discussed in a meeting of the Supervisory Board on 22 May 2026 and the statement by the Management Board and the report by Deloitte Audit Wirtschaftsprüfungs GmbH have been acknowledged by all members of the Supervisory Board.

After thorough examination and evaluation, the Supervisory Board concurs with the statement by the Management Board and fully supports it. The Supervisory Board has decided not to explicitly recommend either acceptance or rejection of the Offer to Addiko's shareholders. It refers to the considerations for accepting the Offer in section 6.2 of the statement by the Management Board and to the considerations for rejecting the Offer in section 6.3 of the statement by the Management Board.

Addiko shares are currently held by members of the Supervisory Board as follows:

<b>Member of the Supervisory Board</b>	<b>Number of Addiko shares</b>
Dr. Kurt Pribil	4,300
Mag Johannes Proksch	195,000
Thomas Wieser	112
Frank Schwab	1,750

As of the date of this statement, the members of the Supervisory Board intend **not to accept** the Offer and to tender their shares into the RBI Offer.

The Supervisory Board has been informed that the members of the Management Board intend not to accept the Offer and to tender their shares into the RBI Offer.

No benefits have been granted, offered, or promised to any member of the Supervisory Board by any party in the event that the Offer is successful or unsuccessful.

Each Addiko shareholder must consider all relevant circumstances, their individual situation and their personal assessment of the future macroeconomic outlook, of the Target Company, and of the value and stock price of Addiko shares. Based on these factors, shareholders of Addiko should individually decide whether and to what extent they accept the Offer.

Vienna, this 24 May 2026

For the Supervisory Board of Addiko Bank AG

Mag. Dr. Kurt Pribil  
(Chairman of the Supervisory Board)