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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

Raiffeisen Bank International AG, Vienna

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

1. INTRODUCTION

On 8 April 2026, Raiffeisen Bank International AG, a joint stock corporation under Austrian law, with its registered office in Vienna and business address at Am Stadtpark 9, 1030 Vienna, Austria, registered in the companies' register of the Commercial Court Vienna under FN 122119 m ("**RBI**" 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 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 shares except for treasury shares of Addiko and shares already held by the Bidder (ISIN AT000ADDIKO0) ("**Offer**"). The offer document in relation to the Offer was published on 14 May 2026 ("**Offer Document**").

The Offer aims at the acquisition of all no-par value bearer shares of Addiko, which are admitted to trading in the *Standard Market Auction* of the Vienna Stock Exchange and which are not treasury shares and are not owned by the Bidder ("**Offer Shares**"). The Bidder offers to the holders of Offer Shares, pursuant to the terms and conditions of the Offer Document, to acquire the Offer Shares at an offer price of EUR 26.50 per Offer Share *cum dividend* ("**Offer Price**").

On 13 May 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**"), published a voluntary public takeover offer aimed to acquire control 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), including treasury shares of Addiko ("**NLB Offer**"). The offer price under the NLB Offer is EUR 29.00 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 14 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 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) and on the website of the Austrian Takeover Commission (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 to recommend acceptance 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 to recommend to Addiko's shareholders to accept the Offer. It refers to the considerations for accepting the Offer in section 6.2 of the statement by the Management Board, to those against accepting the Offer in section 6.3 of the statement by the Management Board and to the summary assessment of the Management Board for further details.

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

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

As at the date of this statement, the members of the Supervisory Board intend to **accept the Offer** with respect to their Addiko shares and not to tender their shares into the NLB Offer.

The Supervisory Board has been informed that the members of the Management Board intend to accept the 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)